

# **NOTICE OF 2024 ANNUAL GENERAL MEETING AND MANAGEMENT INFORMATION CIRCULAR**

**MARCH 18, 2024**

Genesis Land Development Corp.

**GENESIS**

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All information contained in this Management Information Circular is dated as at March 18, 2024 unless otherwise noted.

## INVITATION TO SHAREHOLDERS

Dear Fellow Shareholders:

On behalf of our Board of Directors and management team, I invite you to attend the 2024 annual meeting of shareholders (the “**Meeting**”) of Genesis Land Development Corp. (“**Genesis**”, the “**Corporation**”, “**we**” or “**our**”) to be held on Tuesday, May 14, 2024 at 2:30 PM (Mountain Daylight Time) at:

The Logan Landing Boardroom  
Genesis Head Office  
6240, 333 – 96 Ave, NE  
Calgary, Alberta T3K 0S3

At the Meeting, we will review the Corporation’s 2023 operating and financial performance and provide an update for 2024 following completion of the business of the Meeting. You will have an opportunity to meet members of our management team and Board of Directors to discuss items of interest to you. The business items to be dealt with at the Meeting are described in the accompanying Notice of Meeting and Management Information Circular (the “**Circular**”). In addition to the Circular and related proxy materials, documentation and information concerning Genesis is available on our website at [www.genesisland.com](http://www.genesisland.com).

If you are unable to attend the Meeting in person, or if you hold your Common Shares in the name of a nominee, such as a brokerage firm, I encourage you to vote in advance, as described on page 12 of the Circular.

I look forward to seeing you at the Meeting.

Sincerely,

(Signed)

“*Erica Frey*”

**Erica Frey**

Secretary of the Board

March 18, 2024

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** the annual meeting (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Genesis Land Development Corp. (“**Genesis**” or the “**Corporation**”) will be held in the Logan Landing Boardroom at the Genesis head office, 6240, 333 – 96 Ave. NE, Calgary, Alberta, T3K 0S3 on Tuesday, May 14, 2024 at 2:30 PM (Mountain Daylight Time). The following business is to be conducted at the Meeting:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023 and the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five and to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, Calgary, Alberta, as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors' remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders of record of Common Shares at the close of business on April 2, 2024 will be entitled to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to date and execute the enclosed form of proxy and return it in the envelope provided for that purpose. Alternatively, shareholders may vote by proxy, by telephone or over the internet. See page 12 of the accompanying Circular for further information.

In order to be valid and acted upon at the Meeting, the proxy must be received by Computershare Trust Company of Canada (the “**Transfer Agent**”) not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournments or postponements thereof. Shareholders are cautioned that the use of the mail to transmit proxies is at shareholders' risk. The Chair of the Meeting has discretion to waive or extend the proxy deadline.

**DATED** at the City of Calgary, in the Province of Alberta, the 18<sup>th</sup> day of March 2024.

### BY ORDER OF THE BOARD OF DIRECTORS

“Erica Frey”

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**Erica Frey**  
Secretary of the Board  
Genesis Land Development Corp.

### IMPORTANT

*It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting in person and would like your Common Shares represented, please complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. In addition to mailing in your form of proxy, or if you're a beneficial holder – your Voting Instruction Form (“**VIF**”), shareholders can also vote prior to the proxy cut-off for the Meeting by phone or by submitting their vote online. Information on how to vote by phone or online is located in the voting form the shareholder received. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his sole discretion and the Chair is under no obligation to accept or reject any late forms of proxy.*

### Forward-Looking Statements

*Certain statements in this Circular and any information incorporated herein by reference may constitute forward-looking statements or information (“**forward-looking statements**”) within the meaning of applicable securities legislation, including Canadian Securities Administrators' National Instrument 51-102 ‘Continuous Disclosure Obligations’, concerning the business, operations and financial*

performance and condition of the Corporation generally and in particular relating to timing for future Board assessments. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”.

Although the Corporation believes that the anticipated future results, performance or achievements expressed or implied by forward-looking statements are based upon reasonable assumptions and expectations, investors should not place undue reliance on forward-looking statements because they involve assumptions, known and unknown risks, uncertainties and other factors many of which are beyond the Corporation's control, which may cause the actual results, performance or achievements of the Corporation to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. Accordingly, the Corporation cannot give any assurance that its expectations will in fact occur and cautions that actual results may differ materially from those in the forward-looking statements.

Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, but are not limited to: the impact of contractual arrangements and incurred obligations on future operations and liquidity; local real estate conditions, including the development of properties in close proximity to the Corporation's properties; the uncertainties of real estate development and acquisition activity; fluctuations in interest rates; the ability to access and raise debt and capital on favourable terms; not realizing on the anticipated benefits from transactions or not realizing on such anticipated benefits within the expected time frame; labour matters; governmental regulations; stock market volatility; and other risks and factors described from time to time in the documents filed by the Corporation with the securities regulators in Canada available at [www.sedar.com](http://www.sedar.com), including the Corporation's most recent Management Discussion & Analysis under the heading "Risks and Uncertainties" and the Corporation's most recent Annual Information Form under the heading "Risk Factors", both of which are available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The forward-looking statements contained in this Circular are made as of the date of this Circular and, except as required by applicable law, the Corporation does not undertake any obligation to publicly update or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise.

## PART I – BUSINESS OF THE MEETING

This Management Information Circular (“**Circular**”) is furnished in connection with the solicitation of proxies by the board of directors (the “**Board**”) and management of Genesis Land Development Corp. (“**Genesis**”, the “**Corporation**”, “**we**” or “**our**”), to be used at the annual meeting (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of the Corporation to be held on Tuesday, May 14, 2023 at 2:30 PM (Mountain Daylight Time), in the Logan Landing Boardroom at the Genesis head office, 6240, 333 – 96 Ave. NE, Calgary, Alberta, T3K 0S3 and at any adjournment or postponement thereof for the purposes set out in the accompanying notice of meeting (the “**Notice**”).

All information contained in this Circular is dated as at March 18, 2024 unless otherwise noted.

As set forth in the accompanying Notice, the business to be conducted at the Meeting consists of the following matters:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023 and the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five and to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, of Calgary, Alberta, as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors’ remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation. The record date to determine the shareholders entitled to receive notice of and to vote at the Meeting is April 2, 2024 (the “**Record Date**”).

### Financial Statements and Auditors’ Report

At the Meeting, shareholders will receive and consider the consolidated financial statements of Genesis for the year ended December 31, 2023 and the auditors’ report thereon. No vote by the shareholders with respect to these statements is required or proposed to be taken. The audited consolidated financial statements for the year ended December 31, 2023 may be obtained from the Corporation upon request. Copies of the Corporation’s annual and interim financial statements are also available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) or on Genesis’ website at [www.genesisland.com](http://www.genesisland.com).

### Election of Directors

#### ***Nomination Process – Skills, Experience, Independence and Diversity***

The Governance and Compensation Committee is comprised of four directors, all of whom are independent for the purposes of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The Governance and Compensation Committee makes decisions on a majority basis and all recommendations go to the Board for review and approval. Acting under its terms of reference, the Governance and Compensation Committee is responsible for establishing general criteria for the election and re-election of directors, composition of Board committee membership, identifying and recommending candidates to the Board for election and re-election by the shareholders, and assessing the current Board based on the skills matrix set out below. The goal is to ensure that the Board as a whole possesses the necessary independence, qualities, attributes, experience and skills required to effectively oversee the strategic direction and management of the Corporation. In addition to skills and experience, the Governance and Compensation Committee considered the following factors in proposing the director candidates listed below:

- Genesis is a small public company with concentrated share ownership operating in the Alberta market.
- Diversity of directors including age, gender and cultural background (without establishing quotas or targets at this time).

- Independence considering applicable Canadian securities laws and regulations and the Toronto Stock Exchange (“TSX”) corporate governance rules – particularly the requirements for members of the Audit Committee.
- Continuity of the directors while providing for regular renewal of the Board.

The Governance and Compensation Committee and the Board are confident that the proposed nominees balance all of these factors. The Board notes that skills and experience are the dominant factor in all cases but also considers the diversity of the Board members.

The directors have the management and industry skills/experience (1=primary; 2=secondary) as set forth in the table below:

	Stephen J. Griggs	Steven Glover	Mark W. Mitchell	Calvin Younger	Iain Stewart
<b>Management Skills / Experience</b>					
Executive Leadership	1	1	1	1	1
Human Resources	1	2	2	2	1
Legal and Corporate Governance	1	2	2	2	2
Financially Literate / Corporate Finance	1	1	1	1	1
Capital Allocation / Acquisitions/Dispositions	1	1	1	2	1
Risk Management	1	2	2	1	2
<b>Industry Skills / Experience</b>					
Land Development and Urban Planning	2	-	2	-	1
Single Family Home Building	2	-	2	2	1
Real Estate Sales and Marketing	2	-	-	-	1

At least annually, the Governance and Compensation Committee reviews the current profile of the Board including representation of various areas of expertise, experience and diversity. The Board has adopted independence standards that derive from applicable Canadian securities laws and the TSX corporate governance rules. Based upon such standards, all members of the Audit Committee are independent for the purposes of National Instrument 52-110 *Audit Committees* (“NI 52-110”). The process and skills matrix are reviewed annually to reflect the current needs of the Board and strategic priorities of the Corporation.

### **Board Diversity**

The Corporation values the benefits that diversity can bring to the Board. Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think and improves oversight, decision-making and governance. Diversity on the Board also demonstrates the Corporation’s commitment to diversity at all levels with the Corporation.

The Corporation is also committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.

At all times, the Corporation seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of experience, skills and backgrounds collectively reflecting the strategic needs of the business and the nature of the environment in which the Corporation operates. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Company will consider candidates using objective criteria having due regard to the benefits of diversity and the needs of the Board. For purposes of this policy, diversity includes business experience, geography, age, gender, ethnicity, Indigenous peoples, sexual orientation and other personal characteristics.

### ***Proposed Nominees***

The nominees (collectively, the "**Nominees**" and each a "**Nominee**") for election as directors of Genesis are:

**Steven Glover**

**Stephen J. Griggs**

**Mark W. Mitchell**

**Iain Stewart**

**Calvin Younger**

In the opinion of the Governance and Compensation Committee and the Board, the Nominees are well qualified to continue to act as directors for the ensuing year. Each nominee has established his eligibility and willingness to continue to serve as a director, if elected. Each director, if elected, will hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the by-laws of the Corporation.

At the Meeting, shareholders will be asked to approve an ordinary resolution to fix the number of directors of the Corporation to be elected at the Meeting at five and to elect each Nominee as a director of the Corporation. The individuals named in the accompanying form of proxy as proxyholders are either officers ("**Officers**") or directors of Genesis and intend to vote at the Meeting "**FOR**" fixing the number of directors at five members and to vote "**FOR**" the election of each nominee whose name is set forth above, unless specifically instructed on the form of proxy to withhold such vote. **The Board and management recommend that shareholders vote in favour of each of the above-named Nominees.**

If, for any reason, any of the Nominees is unavailable to serve, the persons designated in the form of proxy will be able to vote in their discretion for any substitute nominee or nominees. The persons named in the enclosed form of proxy intend to vote "**FOR**" the election of any substitute nominee or nominees recommended by management of the Corporation.

The enclosed form of proxy permits you to vote in favour of or against fixing the number of directors to be elected at five and in favour of all of our Nominees, to vote in favour of some Nominees and to withhold votes for other Nominees, or to withhold votes for all Nominees. It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in a completed proxy, to vote such proxies "**FOR**" fixing the number of directors to be elected at five and "**FOR**" the election of each of the Nominees.

### ***Majority Voting Policy***

The Board has adopted a majority voting policy relating to an uncontested election of directors of the Corporation. In the event that any nominee for director receives a greater number of votes "withheld" from his election than votes "for" such election, the nominee must forthwith tender his resignation to the Board, with such resignation to be effective on acceptance by the Board. The Board shall accept (or in rare cases, reject) the resignation within 90 days following the shareholders' meeting at which the candidacy of the director was considered. If the Board determines that there are extraordinary circumstances relating to the composition of the Board or the voting results, the Board may delay the acceptance of the resignation or reject it. The director who tendered the resignation shall not actively participate at (but may attend) any meeting of the Board or any committee of the Board at which the resignation is considered but may not be counted for the purpose of determining whether the Board has quorum. The Board shall issue a press release with the Board's decision and the reasons for that decision. The majority voting policy does not apply to any election of directors at a contested meeting which includes any meeting of shareholders where the number of directors nominated for election at the meeting is greater than the number of seats available on the Board.

### ***Director Nominee Profiles***

Set forth below is biographical and other information with respect to each of the Nominees for election as a director, including principal occupation, business or employment for the past five years or more, and the number of Common Shares beneficially owned, directly



or indirectly, or over which control or direction is exercised, as at March 18, 2024. In addition, the table lists other public companies with whom each nominee is currently serving as a director.

<p><b>Stephen J. Griggs</b> B.A., J.D. Kimberley, Ontario, Canada</p>	<p>Stephen J. Griggs, Chair of Genesis, is also the CEO of Smoothwater Capital Corporation (“Smoothwater”), a private investment company based in Toronto, and the largest shareholder of Genesis.</p> <p>Mr. Griggs is Chair of the Board and CEO of Haventree Holdings Inc., which owns Haventree Bank (an OSFI regulated bank focusing on the near prime residential mortgages), of which he is Chair of the Board. Haventree Holdings Inc. is controlled by Smoothwater. Mr. Griggs is a member of the Independent Review Committees of the mutual and pooled funds of the Bank of Nova Scotia. He is also the CEO of Underwood Capital Partners Inc., a private investment company, and has been the President and CEO of a major public sector pension plan, and the CEO or COO of several large Canadian based institutional and retail investment managers. Mr. Griggs was a corporate/commercial lawyer with the Toronto law firm Smith Lyons (now Gowlings WLG) until 1994 and is a member of the Law Society of Ontario with a J.D. from the University of Toronto Law School. Mr. Griggs has been an adjunct professor at Osgoode Hall Law School teaching in the area of corporate governance and lectures at the Directors College.</p> <p><b>Genesis Board Details:</b></p> <ul style="list-style-type: none"> <li>• Age: 64</li> <li>• Independent (for the purposes of NI 58-101)</li> <li>• Director since August 28, 2013</li> <li>• Chair of the Board since August 28, 2013</li> <li>• Chair of the Governance and Compensation Committee</li> <li>• Areas of expertise: Strategy, executive management, Canadian law, investment management and corporate governance</li> <li>• <b>Attendance at Board meetings in 2023 <sup>(1)</sup>: 7/7 (100%)</b></li> <li>• <b>Common Shares owned: 31,498,912 <sup>(2)</sup></b></li> </ul>
<p><b>Steven Glover</b> M.B.A., F.C.P.A., F.C.A. Canmore, Alberta, Canada</p>	<p>Mr. Glover, Lead Director of Genesis, has previously served as an executive officer of several reporting issuers or listed entities, most recently (2010 – 2018) as the Chief Financial Officer of Clearview Resources Ltd. He has formerly served as a director and Chair of the Audit Committee of the Mutual Fund Dealers Association of Canada and Travel Alberta, a Crown Corporation.</p> <p>Mr. Glover holds a Bachelor of Mathematics from the University of Waterloo and an M.B.A. from the University of Alberta. He is a Fellow of the Chartered Professional Accountants and served as the executive director of the Institute of Chartered Accountants of Alberta from 1984 to 2005.</p> <p><b>Genesis Board Details:</b></p> <ul style="list-style-type: none"> <li>• Age: 71</li> <li>• Independent (for the purposes of NI 58-101 and NI 52-110)</li> <li>• Director since November 18, 2010</li> <li>• Lead Director</li> <li>• Chair of the Audit Committee</li> <li>• Member of the Governance and Compensation Committee</li> <li>• Areas of expertise: Finance, corporate governance, and executive management</li> <li>• <b>Attendance at Board meetings in 2023 <sup>(1)</sup>: 7/7 (100%)</b></li> <li>• <b>Common Shares owned: 58,850</b></li> </ul>

**Mark W. Mitchell**  
B.A., M.B.A.  
Calgary, Alberta,  
Canada

Mr. Mitchell currently serves as President of Reliant Capital Limited, a real estate finance company. Mr. Mitchell holds a B.A. (Distinction) in Economics from Stanford University and a M.B.A. from the Wharton School of the University of Pennsylvania.

**Genesis Board Details:**

- Age: 61
- Independent (for the purposes of NI 58-101 and NI 52-110)
- Director since June 29, 2010
- Member of the Audit Committee
- Member of the Governance and Compensation Committee
- Areas of expertise: Corporate strategy and finance
- **Attendance at Board meetings in 2023 <sup>(1)</sup>: 7/7 (100%)**
- **Common Shares owned: 11,098,519 <sup>(3)</sup>**

**Calvin Younger**  
B. Comm., MBA  
Toronto, Ontario,  
Canada

Mr. Younger is Senior Vice-President and Head, Real Estate Finance – Canada, Business and Corporate Banking with CIBC. Prior to joining CIBC in 2001, Mr. Younger held various executive positions throughout the financial real estate industry.

He currently serves on the Board of Haventree Bank, an alternative retail mortgage lender operating through independent mortgage brokers across Canada. He previously served as Chair of the Board of the Hincks Dellcrest Treatment Centre and Big Brothers Big Sisters Toronto. Mr. Younger holds a Bachelor of Commerce degree from Trinity College, University of Toronto and a MBA from Schulich School of Business, York University.

**Genesis Board Details:**

- Age: 62
- Independent (for the purposes of NI 58-101 and NI 52-110)
- Director since January 26, 2023
- Member of the Audit Committee
- Member of the Governance and Compensation Committee
- Areas of expertise: Finance
- **Attendance at Board meetings in 2023 <sup>(1)</sup>: 7/7 (100%)**
- **Common Shares owned: 0**

**Iain Stewart**  
B.Comm., C.P.A., C.A.,  
ICD.D.  
Calgary, Alberta, Canada

Iain Stewart, President and Chief Executive Officer of Genesis, is the former Co-Founder and Co-CEO of Parkbridge Lifestyle Communities Inc., Canada's pre-eminent land lease community owner and operator. He has over 30 years of experience in all aspects of the real estate industry in Canada.

He serves on the board of directors of a not for profit organization which supports projects in developing countries. Mr. Stewart formerly served as a director and audit committee member of a privately held financial institution and a publicly traded REIT. He holds a Bachelor of Commerce from the University of Alberta, and C.P.A. and ICD.D designations.

**Genesis Board Details:**

- Age: 63
- Not independent (Officer of Genesis)
- Director since September 4, 2013
- Areas of expertise: Real estate management, development and investment, corporate strategy, restructuring, and finance.
- **Attendance at Board meetings in 2023** <sup>(1)</sup>: 7/7 (100%)
- **Common Shares owned: 174,670** <sup>(4)</sup>

**Notes**

<sup>(1)</sup> From January 1, 2023 to March 18, 2024.

<sup>(2)</sup> Stephen J. Griggs is the CEO of Smoothwater which beneficially owns, or controls or directs, directly or indirectly, 31,481,180 Common Shares. Smoothwater is a corporation wholly-owned by Garfield R. Mitchell who, together with Smoothwater, beneficially owns, or controls or directs, directly or indirectly, 31,498,912 Common Shares, representing approximately 55.5% of the outstanding Common Shares.

<sup>(3)</sup> Mark W. Mitchell holds 10,990,401 Common Shares through MWM Enterprises Limited and owns 108,118 Common Shares through RRSPs and TFSAs representing, in aggregate, approximately 19.5% of the outstanding Common Shares.

<sup>(4)</sup> Iain Stewart holds 81,156 Common Shares through Capella Cove Capital Corp., and 93,514 Common Shares through personal and family RRSPs and TFSAs.

**Cease Trade Orders**

None of the persons who are proposed directors of the Corporation is, or has been, within 10 years prior to the date of this Circular, a director, Chief Executive Officer or Chief Financial Officer of any company, including the Corporation that:

- i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer of the relevant company; or
- ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director ceased to be a director, Chief Executive Officer or Chief Financial Officer and which resulted from an event that occurred while that person was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer.

**Appointment and Remuneration of Auditors**

At the Meeting, shareholders will be asked to approve an ordinary resolution appointing MNP LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the Board of the Corporation to fix the auditors' remuneration. MNP LLP was first appointed auditor of the Corporation by resolution of the shareholders on August 19, 2009.

The enclosed form of proxy permits you to vote in favour, or withhold your vote in respect, of the appointment of MNP LLP as the auditors of the Corporation. It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in a completed proxy, to vote such proxies "FOR" the appointment of MNP LLP as the auditors of the Corporation.

**The Board unanimously recommends that shareholders vote in favour of the re-appointment of MNP LLP as the Corporation's auditors.**

If a majority of the Common Shares represented at the Meeting are voted as withheld in respect of the appointment of MNP LLP as the auditor of the Corporation, the Board will appoint another firm of chartered professional accountants based upon the recommendation of the Audit Committee, which appointment for any period subsequent to the 2024 meeting of shareholders shall be subject to approval by the shareholders at the next annual general meeting of shareholders.

### **Accounting Fees and Services**

The aggregate amounts billed by MNP LLP to the Corporation with respect to fees payable for audit and audit related engagements, tax, and other services in the fiscal years ended December 31, 2023 and 2022 were as follows:

<b>Type of Service</b>	<b>Fiscal Year Ended December 2023</b>	<b>Fiscal Year Ended December 2022</b>
Audit Fees <sup>(1)</sup>	200,000	195,000
Audit Related Fees <sup>(2)</sup>	72,000	72,000
Tax Fees <sup>(3)</sup>	Nil	7,500
All Other Fees <sup>(4)</sup>	41,051	76,689
<b>Total</b>	<b>313,051</b>	<b>351,189</b>

#### **Notes**

<sup>(1)</sup> The aggregate audit fees of the Corporation's external auditor for audit services.

<sup>(2)</sup> The aggregate fees billed or accrued by the Corporation's external auditor for assurance and related services that are reasonably related to the performance of the quarterly reviews of the Corporation's financial statements that are not reported under 'Audit Fees'.

<sup>(3)</sup> The aggregate fees billed or accrued by the Corporation's external auditor for professional services rendered for tax compliance, tax advice and tax planning.

<sup>(4)</sup> The aggregate fees billed or accrued by the Corporation's external auditor for all other services provided such as, but not limited to, procedures relating to ITGC testing as defined in NI 52-109 - "Certification of Disclosure in Issuers' Annual and Interim Filings", controls testing, and anti-money laundering reviews.

The Audit Committee of the Corporation considered the fees and determined that they were reasonable and do not affect the independence of the Corporation's auditors. Further, the Audit Committee determined that in order to ensure the continued independence of the auditors, non-audit related services provided to the Corporation by MNP LLP require the prior approval of the Audit Committee in accordance with NI 52-110] See "Audit Committee" below for additional information.

### **Other Business**

Management is not aware of any other matters to come before the Meeting other than those set out in the Notice. If other matters come before the Meeting, it is the intention of the individuals named in the form of proxy to vote the same in accordance with their best judgment in such matters.

## **PART II – VOTING**

This Circular, which is being mailed to shareholders on or about April 16, 2024, is furnished in connection with the solicitation by and on behalf of management of the Corporation of proxies to be used at the Meeting to be held on Tuesday, May 14, 2024 at the time and place and for the purposes set forth in the accompanying Notice, or any adjournments or postponements thereof.

The costs incurred in the preparation and mailing of both the instrument of proxy and this Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated therefor. We may also use the services of outside firms to solicit proxies. The cost of proxy solicitation will be paid by the Corporation.

The persons named (the "**Management Designees**") in the accompanying form of proxy have been selected by the Board and have indicated their willingness to represent as proxy the shareholder who appoints them. **A shareholder has the right to appoint any**

***person (who need not be a shareholder), other than the Management Designees named in the accompanying form of proxy, to attend and to vote and act for and on behalf of such person at the Meeting.***

***In order for proxies to be recognized at the Meeting or any adjournments or postponements thereof, the shareholder may insert the name of such person in the blank space provided in the instrument of proxy or may use another appropriate form of proxy.*** All instruments of proxy must be deposited with Computershare Trust Company of Canada (together with Computershare Investor Services Inc., collectively “**Computershare**”), either in person, or by mail or courier, at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or via the internet at [www.investorvote.com](http://www.investorvote.com) not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting may refuse to recognize any form of proxy received after such time.

### **Revocation of Proxies**

***A proxy is revocable. The giving of a proxy will not affect the right of a shareholder to attend and vote at the Meeting.*** A shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing, executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a corporation, executed by a duly authorized officer or attorney thereof, and deposited either at the registered office of the Corporation, 6240, 333 – 96 Ave. NE, Calgary, Alberta, T3K 0S3, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, at which the proxy is to be used, or with the Chair of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof. The Chair of the Meeting may waive or extend the proxy cut-off without notice.

### **Voting of Common Shares**

Common Shares represented by a properly executed proxy in the accompanying form will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the shareholder. ***In the absence of such direction, the Common Shares will be voted in favour of the matters set forth herein.***

***The accompanying proxy confers discretionary authority on the Management Designees with respect to amendments or variations to matters identified in the Notice or other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation is not aware of any such amendments, variations or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgement of management of the Corporation.***

### **Advice to Beneficial Shareholders**

***The information set forth in this section is of significant importance to many shareholders who hold Common Shares through brokers and their nominees, as a substantial number of shareholders do not hold Common Shares in their own name and as a result are not registered shareholders.***

Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons or who otherwise do not hold their Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s register and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the shareholder’s name. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Each Beneficial Shareholder should therefore ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

Beneficial Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOS". Those Beneficial Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "OBOs".

### **Distributions to NOBOS and OBOS**

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators ("**NI 54-101**"), the Corporation has elected to rely on delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting (the "**Meeting Materials**").

The intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. Intermediaries will frequently use service companies to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting Materials will either:

- a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the OBO and must be completed, but not signed, by the OBO and deposited with Computershare Investor Services Inc.; or
- b) more typically, be given a VIF which is not signed by the intermediary, and which, when properly completed and signed by the OBO and returned to the intermediary or its service company, will constitute voting instructions which the intermediary must follow.

The Corporation will not be paying for intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the Meeting Materials and related documents. Accordingly, an OBO will not receive copies of the Meeting Materials and related documents unless the OBO's intermediary assumes the costs of delivery.

**The Meeting Materials are being sent to both registered shareholders of the Corporation and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.**

The Meeting Materials sent to NOBOs who have not waived the right to receive meeting materials are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the Common Shares owned by the NOBO.

VIFs, whether provided by the Corporation or by an intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on the Beneficial Shareholder's behalf, the Beneficial Shareholders may request a form of proxy as set forth in the VIF, which will grant the Beneficial Shareholders, or Beneficial Shareholder's nominee, the right to attend and vote at the Meeting.

**A Beneficial Shareholder who receives a VIF cannot use that form to vote Common Shares directly at the Meeting. The VIFs must be returned to the intermediary (or instructions respecting the voting of Common Shares must otherwise be communicated to the intermediary) well in advance of the Meeting in order to have the Common Shares voted. If you have**

any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

A Beneficial Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, agent or nominee. A Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.**

All references to shareholders in this Circular and the accompanying form of proxy and Notice are to registered shareholders unless specifically stated otherwise.

### Quorum

By-Law No. 1 of the Corporation provides that a quorum of shareholders is present at a meeting of shareholders if at least two persons are present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy, and who hold or represent by proxy in the aggregate not less than twenty-five percent (25%) of the outstanding Common Shares entitled to be voted at the meeting.

### Voting Securities and Principal Holders Thereof

Registered holders of Common Shares as shown on the shareholders' list prepared as of the Record Date will be entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held, except to the extent that: (i) a registered shareholder has transferred the ownership of any of their Common Shares after the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares, and demands, not later than ten (10) days before the Meeting, or a shorter period as may be permitted, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting.

The Corporation is authorized to issue an unlimited number of Common Shares. As of the date of this Circular, 56,785,508 Common Shares were issued and outstanding. The Corporation is also authorized to issue an unlimited number of preferred shares, of which none have been issued. To the knowledge of the Corporation's directors and officers, and as of the date hereof, no person beneficially owns, or controls or directs, directly or indirectly, more than 10% of the voting rights attached to all outstanding Common Shares, other than as set forth below.

Name	Number of Common Shares <sup>(1)</sup>	Percentage of Issued Common Shares
Garfield R. Mitchell Toronto, Ontario	31,498,912 <sup>(2)</sup>	55.5%
Mark W. Mitchell Calgary, Alberta	11,098,519 <sup>(3)</sup>	19.5%

### Notes

- <sup>(1)</sup> The information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, is based on information filed on SEDI by the foregoing shareholders.
- <sup>(2)</sup> Garfield R. Mitchell holds 31,481,180 Common Shares through Smoothwater, a company controlled by him. In addition, Mr. Mitchell owns 17,732 Common Shares through RRSPs and TFSAs.
- <sup>(3)</sup> Mark W. Mitchell holds 10,990,401 Common Shares through MWM Enterprises Limited and owns 108,118 Common Shares through RRSPs and TFSAs.

## PART III – COMPENSATION

### General

The Board has delegated to the Governance and Compensation Committee the responsibility for the oversight, review, and recommending to the Board for approval the Corporation's compensation policies and the level of non-executive director and executive compensation. The Governance and Compensation Committee is currently comprised of four directors, Stephen J. Griggs (Chair), Steven Glover, Mark W. Mitchell and Calvin Younger, each of whom is independent for the purposes of NI 58-101. Decisions of the Governance and Compensation Committee are by a majority vote and all key compensation matters are also subject to Board approval.

The members of the Governance and Compensation Committee were selected according to their experience and their knowledge of matters to be dealt with by the Governance and Compensation Committee. Each member of the Governance and Compensation Committee has direct experience that is relevant to his responsibilities in executive compensation, as well as the skills and experience necessary to enable him to make decisions as to the suitability of the Corporation's approach to and determination of executive compensation. Members of the Governance and Compensation Committee acquired these skills through their experience with various companies and organizations as executive officers or as corporate directors, including being a member of a similar committee on another board. Please see *Director Nominee Profiles* on pages 9 to 11 of this Circular for biographical information concerning members of the Governance and Compensation Committee.

### Compensation of the Board of Directors

The primary objectives of the Governance and Compensation Committee respecting director compensation are: a) to ensure that the remuneration fairly reflects the responsibilities and time commitment required of its directors; b) is competitive with similarly sized public companies; and c) is sufficient to attract and retain qualified directors.

Each director is expected to be a member of one or more committees as part of their annual director retainer and therefore no additional committee member fees are paid.

Effective September 2018 the Board adopted a stock option plan (the "**Option Plan**") and granted stock options ("**Options**") under the Option Plan to the directors (other than Mr. Stewart, the CEO) to provide a component of long-term compensation to the directors. In May 2022 all of the outstanding Options held by the directors, being 855,000 Options, were cancelled.

In lieu of the cancelled Options, an aggregate of 218,014 deferred share units ("**DSUs**") with a value of \$501,431 per the Black Scholes model were granted to the directors (other than Mr. Stewart, the CEO) pursuant to the Corporation's Deferred Share Unit Plan ("**DSU Plan**") to provide a component of long-term compensation to the directors. Pursuant to the DSU Plan all DSUs are settled in cash. See the summary of the DSU Plan in Appendix "1".

The Board has determined that it does not intend to issue further Options under the Option Plan.

### Directors' Cash Compensation

Directors' fees are paid by way of annual board and committee retainers, prorated from the date of the director's appointment to the Board and relevant committees, and are paid semi-monthly. No additional meeting fees are paid to directors. Iain Stewart ceased to be paid directors' fees following his appointment as President and Chief Executive Officer of the Corporation on September 20, 2018.

Directors are paid Board and committee retainers on an annual basis according to the following rates:

Chair of the Board Retainer	\$88,000
Lead Director Retainer	\$11,000
Board Retainer for all directors	\$55,000
Committee Chair Retainer	\$22,000
Member of Committee Retainer	\$0



The Corporation does not have a retirement plan for its directors. The Corporation does offer health and dental benefits to directors in 2023 which three directors made use of. In addition, each director had the option to allocate up to \$7,500 per annum of fees to a corporate health care spending account.

The following table sets forth information in respect of all amounts of compensation (fees, incentive awards and the value of any benefits) paid or provided to the directors of the Corporation during the financial year ended December 31, 2023.

Director	Fees Earned <sup>(1)</sup> (\$)	Share-Based Awards (\$)	Option-Based Awards <sup>(2)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(3)</sup> (\$)	Pension Value (\$)	All Other Compensation <sup>(5)</sup> (\$)	Total (\$)
Stephen J. Griggs	165,000	Nil	Nil	27,436	Nil	5,438	197,874
Steven Glover	88,000	Nil	Nil	9,179	Nil	5,035	102,214
Loudon Owen <sup>(4)(6)</sup>	20,983	Nil	Nil	Nil	Nil	2,281	23,264
Mark W. Mitchell	55,000	Nil	Nil	9,179	Nil	Nil	64,179
Calvin Younger <sup>(4)</sup>	51,045	Nil	Nil	3,015	Nil	Nil	54,060
<b>Total</b>	<b>380,028</b>	Nil	Nil	48,809	Nil	12,754	441,591

#### Notes

- (1) Each director may allocate up to \$7,500 per annum of fees to a corporate health care spending account. Fees Earned above includes both fees and allocations to the corporate health care spending account by each director, if any.
- (2) No Options were granted to directors in 2023.
- (3) Included in the values above are the DSUs credited to a director in respect of cash dividends paid on Common Shares during the year. See Appendix "1" Summary of the DSU Plan. DSUs were granted to the directors as a result of dividends in 2023 as follows: Mr. Griggs 12,429 DSUs; Mr. Glover 4,158 DSUs and Mr. Mitchell, 4,158 DSUs and Mr. Younger 1,344 DSUs. The value of the DSUs is the value at the issue date based on the closing trading price of the Common Shares on the TSX.
- (4) Directors may elect to receive fees in the form of cash or DSUs or a combination of both. In 2023, Mr. Younger elected to receive his director fees in DSUs and was granted 23,850 DSUs (\$51,045) in 2023. Mr. Owen elected to receive his director fees in DSUs and was granted 10,122 DSUs (\$20,983) in 2023.
- (5) Relates to extended health benefit premiums for Directors paid by the Corporation.
- (6) Mr. Owen ceased to be a director on May 18, 2023 and all 79,557 outstanding DSUs amounting to \$163,887 were redeemed in accordance with the DSU Plan.

#### Directors' Incentive Plan Awards

##### Incentive Plan Awards to Directors – Value Vested or Earned During the Year

All DSUs are settled in cash, and accordingly are not share-based awards. The following table sets forth the value vested or earned for each director for 2023 in respect of DSUs.

Director <sup>(1)</sup>	Non-Equity Incentive Plan Compensation – Value <sup>(2)</sup> Earned During the Year (\$)
Steven Glover	9,179
Stephen J. Griggs	27,436
Mark W. Mitchell	9,179
Loudon Owen <sup>(3)(4)</sup>	Nil
Calvin Younger <sup>(3)</sup>	3,015

#### Notes

- (1) The disclosure regarding value vested or earned during 2023 for Iain Stewart is included in the table entitled "Incentive Plan Awards – Value Vested or Earned During the Year" on page 24.
- (2) Included in the values above are the DSUs credited to a director in respect of cash dividends paid on Common Shares during the year. See Appendix "1" Summary of the DSU Plan. DSUs were granted to the directors as a result of dividends in 2023 as follows: Mr. Griggs 12,429 DSUs; Mr. Glover 4,158 DSUs and Mr. Mitchell, 4,158 DSUs and Mr. Younger 1,344 DSUs. The value of the DSUs is the value at the issue date based on the closing trading price of the Common Shares on the TSX.
- (3) Directors may elect to receive fees in the form of cash or DSUs or a combination of both. In 2023, Mr. Younger elected to receive his director fees in DSUs and was granted 23,850 DSUs (\$51,045) in 2023. Mr. Owen elected to receive his director fees in DSUs and was granted 10,122 DSUs (\$20,983) in 2023. Director fees, including those where Director's elected to receive in DSUs are not included in the table above as these are not considered Incentive Plan Awards.
- (4) Mr. Owen ceased to be a director on May 18, 2023 and all 79,557 outstanding DSUs amounting to \$163,887 were redeemed in accordance with the DSU Plan.

### Director Share Ownership Guidelines

To align the interests of directors with those of shareholders, the Board has a minimum share ownership requirement policy for its directors. All directors are expected to hold, control, own or be a representative of an entity which owns or controls Common Shares and/or DSUs having an acquisition cost of a minimum of three times the then basic retainer within 18 months from the adoption of the policy. New directors are expected to meet this share ownership requirement within three years of first being elected or appointed to the board. In the event that a director fails to meet the share ownership requirement the Board will assess on a case-by-case basis and take such action as the Board determines in its sole discretion. Each director is in compliance with the Share Ownership Guidelines (with Mr. Younger having three years from the date of his appointment to the Board in 2023 to meet the requisite share ownership requirement).

### **Directors' and Officers' Insurance**

The Corporation maintains a liability insurance policy for the benefit of the directors and officers of the Corporation. The policy provides coverage for costs incurred to defend and settle claims to an annual liability limit of \$10 million per claim and an additional \$15 million limit of liability. There is an additional \$5 million limit Side A DIC (difference-in-conditions) policy for the benefit of individual directors and officers in the event that the underlying policies are eroded. Depending on the category of the claim made, there is a deductible amount of either \$50,000 or \$100,000 per claim.

### **Director Terms**

The Corporation does not have formalized term limits in place for its directors and there is no mandatory retirement age in respect of a director's service on the Board. Directors' experience is a valuable asset to shareholders, and we believe it is important to have directors who understand the industry and the Corporation. While term limits can help ensure the Board gains new perspectives, imposing this restriction means it would lose the contributions of longer serving directors who have developed a deep knowledge and understanding of the Corporation over time. Genesis may consider adoption of term limits for its directors in the future.

### **Director Attendance**

Attendance records are disclosed in the table of meetings held on page 31 of the Circular. Directors are expected to attend all meetings of the Board and Board committees upon which they serve, to attend such meetings fully prepared and to remain in attendance for the duration of the meeting.

### **In Camera Sessions**

Meetings of the Board and its committees include an "in camera" session at which only the Chief Executive Officer is in attendance and also without him present. The Board also holds "in camera" meetings without the Chair present.

### **Director Assessment**

The Board has established a formal process that every two years the directors complete a written self-assessment questionnaire of the effectiveness of the Board, its committees, the Chair and the Lead Director. The directors provide quantitative ratings of key areas and also provide comments in each of the areas. The last self-assessment was completed by all directors in November 2023 and reviewed by the Board in detail in March 2024. The Board concluded that no significant changes in its practices were necessary.

The Board maintains an updated skills matrix to help identify any gaps in competencies required by the Corporation. Each director is asked annually to indicate his level of skills and competencies demonstrated. This process helps the Board to ensure that key skills are accounted for in current directors and to prioritize skills needed in prospective directors for succession planning.

### **Succession Planning**

The Board considers Chief Executive Officer and other senior executive succession plans on at least an annual basis.

### **Board Education**

Directors are encouraged to participate in continuing education. The Board has a director education policy which will reimburse each director up to \$2,000 per year for relevant educational programs. An expense of \$850 was incurred in 2023.

## **Risk Oversight**

The Board is responsible for managing principle risks of the Corporation and ensures there are systems in place to effectively monitor and manage those risks associated with Genesis' compensation policies and practices.

## **PART IV – COMPENSATION DISCUSSION AND ANALYSIS**

The Compensation Discussion and Analysis described below provides information about and explains the Corporation's philosophy for executive compensation, the elements of compensation and the general objectives for such elements in 2023. This disclosure is intended to communicate the compensation provided to the identified named executive officers (each an "NEO") of the Corporation.

An NEO of the Corporation is defined by securities legislation to mean each of the following individuals, namely: (i) an individual who acted as Chief Executive Officer (the "CEO") of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year; (ii) an individual who acted as Chief Financial Officer (the "CFO") of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year; (iii) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and (iv) each individual who would be a NEO under (iii) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

The NEOs of the Corporation in 2023 were Iain Stewart, CEO; Ajitpaul (Rob) Sekhon, CFO (effective September 11, 2023); Wayne King, Senior Vice-President, Information Systems & Special Projects (effective September 11, 2023) (previously CFO); Brian Whitwell, Senior Vice-President, Asset Management; Parveshinder Sidhu, President, Genesis Builders Group Inc. and Senior Vice-President, Home Building and Brendan McCashin, Vice-President, Land Development.

The Governance and Compensation Committee and Board reviewed the Corporation's approach to long term compensation in late 2020 and considered the ability to continue to motivate and retain qualified and experienced employees who contribute to the long-term success of the business and ensure incentive compensation adequately rewards performance. In January 2021, a revised long-term compensation approach with elements more directly tied to value creation and performance was approved by the Board. The Governance and Compensation Committee and Board reviewed the Corporation's approach to long term compensation in 2023 and no changes were made.

The compensation plan for the NEOs consists of a base salary, a discretionary annual cash bonus, participation in the Corporation's long-term incentive plans, consisting of the Corporation's performance unit plan ("PUP") providing for the grant of performance units ("Units") to participants and DSU Plan (the DSU Plan together with the PUP, collectively, the "LTIP"), and benefits. NEOs are not eligible for grants of Options under the Option Plan.

### **Objectives of Compensation Process**

The Corporation's executive compensation plan is designed to:

- align the interests of the executive officers with those of the shareholders;
- enable the Corporation to retain and attract executives who demonstrate leadership and management skills;
- motivate and retain qualified and experienced individuals who will contribute to the long-term success of the business and reward long term value creation and performance; and
- balance appropriate levels of risk and reward.

The Governance and Compensation Committee makes recommendations to the Board regarding compensation to be provided to the NEOs. Mr. Stewart recused himself during the Board's discussions regarding his compensation as CEO.

The Committee's recommendations are based on the underlying philosophy that compensation should:

- incentivize and reward the achievement of specific annual objectives as well as the long-term and strategic goals established by the Board;
- reflect the experience, performance and contribution of the individuals involved;

- take into consideration the overall growth, performance and success of the Corporation on behalf of shareholders; and
- position the Corporation to retain individuals contributing to its success.

The Committee considers compensation packages that would be available to such officers from other employment opportunities based on available salary data, publicly disclosed information and the director's knowledge of the local marketplace.

### **Compensation of the NEOs**

The 2023 compensation for each NEO included an annual base salary, an annual cash bonus calculated as a percentage of salary, participation in the LTIP, and benefits.

Cash payments (consisting of base salaries and discretionary annual cash bonuses) are intended to primarily reward annual performance, while LTIP incentives are meant to encourage NEOs to continue to deliver results over a longer period of time, to align their interests with those of shareholders and to serve as a retention tool.

#### **Base Salaries**

Annually, the Board determines the base salary for the CEO. The base salaries for the NEOs, other than the CEO, are determined annually by the CEO in consultation with the Governance and Compensation Committee and approved by the Board.

Base salaries are intended to ensure internal consistency and fairness and are based on market factors. The base salaries are reviewed annually having regard to the change in the cost of living and whether there has been any material change in an NEO's level of responsibility.

Base salaries for the NEOs in 2023 were increased to reflect an increase in the cost of living in the Calgary area and adjust for local labor market conditions.

#### **Annual Incentive Plan**

The annual or short-term incentive plan for the NEOs consists of a discretionary cash bonus ("**Annual Bonus**"). The Board approves strategic and operational objectives for each NEO and minimum performance requirements below which no award would be made for each objective, as well as maximum performance criteria. If all objectives are achieved at "maximum" as determined by the Board, subject to the overall discretion of the Board, the CEO is eligible to earn an Annual Bonus of up to 70% of his base salary; the CFO and each Senior Vice-President are eligible to earn an Annual Bonus of up to 50% of their base salary and each of the other NEOs are eligible to earn an Annual Bonus of up to 40% of their base salary.

Annually the Board assesses the CEO's performance, and the CEO provides an assessment to the Governance and Compensation Committee of the individual performance of the other NEOs, as well as of the relevant strategic and operational metrics, and recommends individual cash bonuses to be paid to the NEOs (other than the CEO). The Governance and Compensation Committee undertakes a similar assessment of the CEO annually. The Committee considered the assessments and recommendations of the CEO, as well as the Annual Bonus for the CEO, and recommended the Annual Bonus for approval by the Board.

#### **Long Term Incentive Plan Awards**

LTIP awards for the NEOs are intended to link the interests of the NEOs and shareholders by rewarding the NEOs for the creation of shareholder value in the long term, to attract, retain and motivate qualified executives and to align executive performance with a long-term focus on creating and preserving shareholder value. Annually the Board reviews and determines the DSUs and PUP Units to be awarded in the subsequent year.

#### **CEO**

The Board annually sets operating and financial objectives and the target performance criteria for the Annual Bonus and LTIP awards for the CEO.

The Annual Bonus for the CEO is targeted at 50%, and up to a maximum of 70%, of his annual base salary, based on achieving strategic and operational objectives as determined by the Board. The CEO's 2023 objectives related to oversight and stewardship of the preparation of detailed overall and project-based business plans, undertaking certain strategic acquisitions and sales programs, the refinement of succession and development plans for executive officers, the Corporation's annual cash flow and the overall performance results of the other NEOs. The CEO was awarded an Annual Bonus of \$222,000 for 2023, representing 65% of his annual base salary. See Summary Compensation Table on page 24 of this Circular.

The CEO is eligible to receive, at the discretion of the Board, LTIP incentive awards with a value of up to 100% of his annual base salary comprised of (i) Units (vesting three years from the applicable grant date (or earlier upon death or cessation of employment)) with a value (determined at the time of grant) of up to 50% of the CEO's base salary; and (ii) DSUs (vesting over three years) with a value (determined at the time of grant) of up to 50% of the CEO's base salary. For 2023, the CEO was granted 170,907 Units (\$170,907) and 84,191 DSUs (\$170,907) representing 50% and 50%, respectively, of his annual base salary.

#### *CFO*

The Annual Bonus of the CFO is targeted at 40%, and up to a maximum of 50%, of his annual base salary, based on achieving strategic and operational objectives as determined by the Board. The CFO's 2023 objectives related to successfully assuming the new CFO role, the development of detailed business plans, oversight of capital allocation, development of succession and development plans for his team, corporate reporting objectives, the Corporation's annual cash flow, the overall performance of the executive team and overall corporate performance. The CFO was awarded an Annual Bonus of \$38,500 for 2023 (based on his September 11, 2023 employment effective date), representing 45.0% of his annual base salary. See Summary Compensation Table on page 24 of this Circular.

The CFO is eligible to receive, at the discretion of the Board, LTIP incentive awards with a value of up to 50% of his annual base salary comprised of (i) Units (vesting three years from the applicable grant date (or earlier upon death or cessation of employment)) with a value (determined at the time of grant) of up to 25% of the CFO's base salary; and (ii) DSUs (vesting over three years) with a value (determined at the time of grant) of up to 25% of the CFO's base salary. For 2023 the CFO was granted 18,186 DSUs (\$42,192), representing 50% of his annual base salary earned in 2023, half of which was provided in lieu of Units.

#### *Senior Vice-President, Home Building and Senior Vice President, Asset Management*

The Annual Bonus of each of the Senior Vice-President, Home Building and Senior Vice President, Asset Management is targeted at 40%, and up to a maximum of 50%, of his respective annual base salary, based on achieving operational objectives as determined by the Board specific to the responsibilities of each Senior Vice-President. The Senior Vice-President, Home Building and Senior Vice President, Asset Management 2023 objectives related to achieving approved budgets measured against specific sales targets, capital expenditure budgets, general and administrative costs controls, the Corporation's annual cash flow and/or overall corporate and team performance. The Senior Vice-President, Home Building and Senior Vice President, Asset Management were each awarded an Annual Bonus of \$103,500 for 2023, representing 47% of their annual base salaries. See Summary Compensation Table on page 24 of this Circular.

The Senior Vice-President, Home Building and Senior Vice President, Asset Management are each eligible to receive, at the discretion of the Board, LTIP incentive awards with a value of up to 50% of his respective annual base salary comprised of (i) Units (vesting three years from the applicable grant date (or earlier upon death or cessation of employment)) with a value (determined at the time of grant) of up to 25% of the Senior Vice-President's base salary; and (ii) DSUs (vesting over three years) with a value (determined at the time of grant) of up to 25% of the Senior Vice-President's base salary. For 2023, the Senior Vice-President, Home Building and Senior Vice President, Asset Management were each granted 55,000 Units (\$55,000) and 27,094 DSUs (\$55,000), representing 25% and 25%, respectively, of their annual base salaries.

#### *Other NEOs*

The Annual Bonus of each of the Senior Vice-President, Information Systems & Special Projects and the Vice-President, Land Development is targeted at 30%, and up to a maximum of 40%, of his annual base salary, based on achieving operational objectives as determined by the Board specific to the responsibilities of each officer. The Senior Vice-President, Information Systems & Special Projects and the Vice-President, Land Development 2023 objectives related to achieving approved budgets measured against specific sales targets, capital expenditure budgets, general and administrative costs controls, achieving targeted dates for certain regulatory approvals, the Corporation's annual cash flow and/or overall corporate and team performance. For 2023, the Senior Vice-President, Information Systems & Special Projects was awarded an Annual Bonus of \$70,000, and the Vice-President, Land Development was awarded an Annual Bonus of \$74,000, representing 35% and 37%, respectively, of the officer's annual base salary. See Summary Compensation Table on page 24 of this Circular.

Each of the Senior Vice-President, Information Systems & Special Projects and the Vice-President, Land Development is eligible to receive, at the discretion of the Board, LTIP incentive awards with a value of up to 40% of his annual base salary comprised of (i) Units (vesting three years from the applicable grant date (or earlier upon death or cessation of employment)) with a value (determined at the time of grant) of up to 20% of his base salary; and (ii) DSUs (vesting over three years) with a value (determined at the time of grant) of up to 20% of his base salary. For 2023 each of the Senior Vice-President, Information Systems & Special Projects and the

Vice-President, Land Development were granted 40,000 Units (\$40,000) and 19,704 DSUs (\$40,000), representing 20% and 20%, respectively, of the officers' annual base salaries.

### **Benefits**

Extended health care, dental and insurance benefits are provided to all employees, including the NEOs.

### **Other Elements of Compensation**

#### *Option Plan, Share Based Compensation & Non-equity Incentive Plan Compensation*

In 2023, the Corporation had two long term incentive compensation plans in which NEOs were eligible to participate, being the DSU Plan and the PUP.

All existing Options for the NEOs were cancelled in 2021 and it was determined that no further grants of Options were to be made under the Option Plan to the NEOs. In May 2022 all of the outstanding Options held by the directors were cancelled. The Board has determined that it does not intend to issue further Options under the Option Plan.

Both the DSU Plan and PUP provide for the settlement in cash of awards made under each plan. See Appendix "1" for a summary of the DSU Plan and Appendix "2" for a summary of the PUP.

The following table sets out the annual burn rate for the Option Plan for the financial years 2023, 2022 and 2021:

	December 31, 2023	December 31, 2022	December 31, 2021
Burn rate <sup>(1)</sup>	0%	0%	0%

#### **Notes**

<sup>(1)</sup> This number is calculated as the number of options granted under the Option Plan during the applicable year divided by the weighted average number of Common Shares outstanding for the applicable year, expressed as a percentage.

<sup>(2)</sup> The Option Plan was effective September 20, 2018.

#### *Pension, Retirement, Deferred Compensation and Actuarial Plans*

The Corporation matches any contribution made by an employee, including the NEOs, to Genesis' Group Registered Retirement Savings Plan up to an amount equivalent to 4% of the annual base salary.

#### *Risk Management*

The Corporation's compensation plan is designed to discourage excessive risk taking, while at the same time recognizing that some level of risk is necessary to increase shareholder value. The Corporation has the following in place to manage risks relating to compensation:

- a) The Board approved strategic annual operating plans and budgets are prepared with due consideration of operating and industry risk;
- b) Board policies which determine authorization levels for management and executives with respect to approving and executing contracts, banking authorizations and other material commitments;
- c) Internal controls include pre-determined authority limits and require two or more employees jointly to make material financial and operating decisions; and
- d) Compensation for all executives is balanced between base salary, short-term and long-term incentives based on corporate and individual performance as determined solely by the Board.

#### **Securities Authorized for Issuance under Equity Compensation Plans**

The Corporation does not have any security-based compensation arrangements in place. The 855,000 Options held by directors were cancelled in May 2022 and 1,680,000 Options granted to the NEOs were cancelled in January 2021. The Option Plan was approved in 2019 and is presented to shareholders for reapproval every three years. The plan is not being presented to the shareholders for approval as the corporation will not be issuing any further options and accordingly no options are available for issuance.

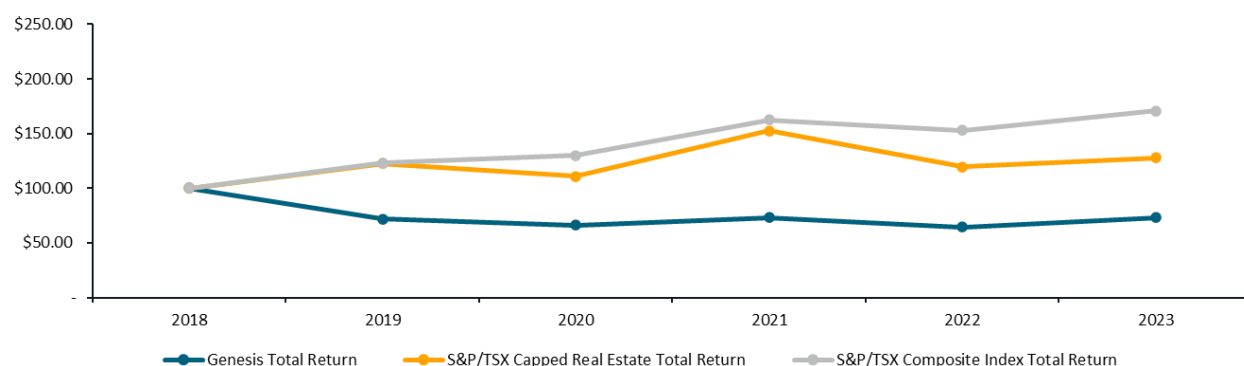
The DSU Plan and PUP are not "security-based compensation arrangements" within the meaning of the TSX Company Manual as

DSUs and Units are settled in cash and are not included in the determination of the aggregate number of awards issuable under equity compensation plans.

### Performance Graph

The following graph compares the yearly percentage change in the cumulative shareholder total return over the last five years of the Shares (assuming a \$100 investment was made on December 31, 2018), and the cumulative total return of the S&P/TSX Composite Index Total Return and the TSX Capped Real Estate Total Return.

As at December 31, 2023	2018	2019	2020	2021	2022	2023
Genesis Total Return	\$100.00	\$71.84	\$66.14	\$73.25	\$64.52	\$73.28
S&P/TSX Capped Real Estate Total Return	\$100.00	\$122.64	\$110.98	\$152.51	\$119.66	\$127.95
S&P/TSX Composite Index Total Return	\$100.00	\$122.88	\$129.76	\$162.32	\$152.83	\$170.79



Shareholders total return was impacted from 2018 to 2023 by a number of factors, including the general state of the Alberta economy, the long-term nature of the land development business and restrictions related to public health COVID regulations.

When the Governance and Compensation Committee and the Board determine overall compensation, they consider a number of factors and performance elements. Although total shareholder return is one performance measure that is reviewed and considered by the Committee and the Board, it is not the only consideration in executive compensation as market and economic factors outside of management's control impact shareholder return.

The Corporation's compensation plan is structured to incentivize the prudent realization of the long-term value of the Corporation's asset base and this may or may not be reflected in the share price in any one year.

## Summary Compensation Table

For each NEO in the financial year ended December 31, 2023, the following table provides information concerning their compensation for the financial years ended December 31, 2023, 2022, and 2021.

Name and Principal Position	Year	Salary (\$)	Share Based Awards (\$)	Option-Based Awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All Other Compensation (\$) <sup>(3)</sup>	Total Compensation (\$)
					Annual Incentive Plans <sup>(1)</sup>	Long-Term Incentive Plans <sup>(2)</sup>			
Iain Stewart CEO	2023	341,814	Nil	Nil	222,000	341,814	Nil	24,858	930,486
	2022	321,293	Nil	Nil	192,500	316,026	Nil	30,204	860,023
	2021	309,829	Nil	Nil	190,000	519,830	Nil	25,957	1,045,616
Ajitpaul (Rob) Sekhon CFO <i>(effective September 11, 2023)</i>	2023	85,497	Nil	Nil	38,500	42,213	Nil	6,203	172,413
	2022	-	-	-	-	-	-	-	-
	2021	-	-	-	-	-	-	-	-
Parveshinder Sidhu President, Genesis Builders Group Inc. and Senior Vice-President, Home Building	2023	220,000	Nil	Nil	103,500	110,000	Nil	19,486	452,986
	2022	168,399	Nil	Nil	63,992	66,256	Nil	15,696	314,343
	2021	162,390	Nil	Nil	64,956	119,957	Nil	10,076	357,379
Brian Whitwell Senior Vice-President, Asset Management	2023	220,000	Nil	Nil	103,500	110,000	Nil	19,986	453,486
	2022	168,399	Nil	Nil	60,624	66,256	Nil	13,696	308,975
	2021	162,390	Nil	Nil	64,956	119,957	Nil	12,128	359,431
Wayne King Senior Vice-President, Information Systems & Special Projects <i>(effective September 11, 2023 – previously CFO)</i>	2023	200,000	Nil	Nil	70,000	80,000	Nil	17,047	367,047
	2022	168,399	Nil	Nil	57,256	66,256	Nil	12,126	304,037
	2021	162,390	Nil	Nil	56,837	119,957	Nil	11,641	350,825
Brendan McCashin Vice-President, Land Development	2023	200,000	Nil	Nil	74,000	80,000	Nil	17,185	371,185
	2022	164,875	Nil	Nil	55,403	38,499	Nil	14,109	272,886
	2021	-	-	-	-	-	-	-	-

### Notes

- <sup>(1)</sup> These relate to Annual Bonus amounts earned and paid to the NEOs. NEOs may elect to receive their Annual Bonus in the form of cash or DSUs or a combination of both. Mr. Stewart elected to receive a portion of his Annual Bonus in DSUs and was granted 22,523 DSUs (\$50,000) in 2023 which is included in the amount in the above table.
- <sup>(2)</sup> The long-term incentive plan amounts in 2021 reflect additional DSU awards to compensate for the cancellation of Options held by each NEO.
- <sup>(3)</sup> Benefits received by each of Messrs. Sekhon, Sidhu, Whitwell and King are benefits which are generally available to all employees and include RRSP contribution equal to 4% of annual base salary. Perquisites and benefits received by Iain Stewart in his capacity as the CEO included benefits generally available to all employees, RRSP contribution equal to 4% of annual base salary and a health spending account of \$10,000 per annum.

### Incentive Plan Awards

#### Incentive Plan Awards – Value Vested or Earned During the Year

The NEOs did not receive any share-based awards during 2023. All previously issued share-based awards (being Options) were cancelled in January 2021. The following table sets forth the value of non-equity incentive plan compensation earned during 2023 for each NEO. All DSUs and Units are cash settled upon redemption in accordance with the LTIP.

Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)			
NEO	DSUs <sup>(1)</sup>	Units <sup>(2)</sup>	Total
Iain Stewart <sup>(3)</sup>	365,394	Nil	365,394
Ajitpaul (Rob) Sekhon	1,548	Nil	1,548
Parveshinder Sidhu	72,437	Nil	72,437



Brian Whitwell	72,437	Nil	72,437
Wayne King	71,154	Nil	71,154
Brendan McCashin	11,390	Nil	11,390

#### Notes

- (1) *The number of DSUs vested during the year includes DSUs credited to each NEO in respect of cash dividends paid on Common Shares during the year. Value earned during the year is based on the number of DSUs vested during the year multiplied by the issue price per share at the date of grant. See Appendix "1" Summary of the DSU Plan.*
- (2) *Units vest three years after the grant date. Vesting of Units will commence in 2024. No value was earned during the year ended 2023.*
- (3) *NEOs may elect to receive their Annual Bonus in the form of cash or DSUs or a combination of both. Mr. Stewart elected to receive a portion of his Annual Bonus in DSUs and was granted 22,523 DSUs (\$50,000) in 2023. This amount is included in the table above.*

## Significant Terms of Compensation Plan and Executive Employment Agreements

The following is a description of the significant terms of the Corporation's executive employment agreements.

### Termination

Other than as set forth below, there is no contract, agreement, plan or arrangement between the Corporation and a NEO that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement.

### Employment Agreements

The Corporation has entered into employment agreements, on similar terms except for the date of commencement of employment with the Corporation, with each of the CEO, the CFO and each other NEO (collectively, the "**Officers**").

If the Corporation terminates the employment of an Officer for cause, the Corporation shall pay all salary and benefits earned by the Officer to the date of termination. No Annual Bonus or LTIP payments shall be made and any prior unvested LTIP grants shall be forfeited, other than payment for any DSUs granted to the Officer and outstanding as of his date of termination. In addition, each Officer would be entitled to receive his pro-rata portion of any amounts earned up to his termination date as related to all PUP awards.

If the Corporation terminates the employment of an Officer for any reason other than cause ("**without cause**"), the Corporation shall pay to that Officer an amount equal to a minimum of 6 months and a maximum of 18 months of the Officer's then current annual salary, calculated on the basis of one month per year of service ("**Months of Notice**"), payment of the Annual Bonus of the Officer at target of (i) 50% in respect of the CEO; (ii) 40% in respect of the CFO, the Senior Vice-President, Asset Management and the Senior Vice-President, Home Building; and (iii) 30% in respect of the Senior Vice-President, Information Systems & Special Projects and the Vice-President, Land Development, at the time of termination, divided by 12 and multiplied by the Months of Notice, payment of LTIP amounts earned in prior years and deferred for payment, and benefits up to the date of termination. Each Officer would also be entitled: (a) in respect of any DSUs granted to that Officer which are outstanding as of his date of termination, to receive a lump sum cash payment, net of applicable withholding taxes, equal to the product of (i) the number of DSUs in his account and (ii) the fair market value of the Common Shares; and (b) to receive his pro-rata portion of any amounts earned up to his employment termination date as related to all PUP awards.

The NEO employment agreements require that an Officer sign a full and final release of the Corporation in order for that Officer to receive termination payments and benefits.

The estimated incremental payments and benefits payable by the Corporation to each NEO for termination of employment without cause are set forth in the table below and is based on a cash payment of the NEO base salary, target Annual Bonus and LTIP, and assumes a cash payment in lieu of continued benefit coverage, a cash payment in respect of all DSUs and Units earned pursuant to the LTIP, no accrued and unpaid vacation pay, and that the termination of employment without cause occurred on December 31, 2023.

<b>Name and Principal Position<sup>(1)</sup></b>	<b>Base salary and target bonus (\$)</b>	<b>Benefits (\$)</b>	<b>LTIP (\$)</b>	<b>Total (\$)</b>
<b>Iain Stewart</b> , President and CEO	512,721	8,438	1,500,335	2,021,494
<b>Rob Sekhon</b> , CFO	192,500	4,219	42,635	239,354
<b>Parveshinder Sidhu</b> , Senior Vice-President, Home Building	457,637	12,537	347,483	817,657
<b>Brian Whitwell</b> , Senior Vice-President, Asset Management	348,553	9,549	347,483	705,585
<b>Wayne King</b> , Senior Vice-President, Information Systems & Special Projects	260,000	8,438	324,519	592,957
<b>Brendan McCashin</b> , Vice-President, Land Development	260,000	8,438	96,027	364,465

The employment agreements also contain standard non-solicitation, confidentiality, and non-competition provisions. The NEOs have agreed that during their employment and for a period of twelve months following termination of the employment agreement, they are not to (i) canvass or solicit the business which is competitive with the Corporation's business; (ii) reproduce confidential information without the Board's prior consent; and (iii) be employed or have a financial interest in a business within the Calgary Metropolitan Region that directly competes with the Corporation's business.

## **PART V – OTHER INFORMATION**

### **Legal Proceedings**

There are no legal proceedings outstanding.

### **Indebtedness to the Corporation**

As at the date hereof, none of the Corporation's current or former directors, officers, or employees of the Corporation or its subsidiaries, or any associate or affiliate of the foregoing, have been indebted to the Corporation at any time since the beginning of the most recently completed financial year of the Corporation. None of the persons described in the preceding sentence were at any time since the beginning of the most recently completed financial year of the Corporation indebted to another entity to which the indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

For the purposes of the above, "support agreement" includes, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower.

### **Interest of Informed Persons in Material Transactions**

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, of any "informed person" of the Corporation, any proposed director of the Corporation or any associate or affiliate of any "informed person" or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of the above, "informed person" means: (a) a director or officer of the Corporation; (b) a director or officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

## Dividends

Two cash dividends of \$4,800,000 (\$0.085 per share) totalling \$9,600,000 (\$0.17 per share) were declared in 2023 and paid in June and December 2023.

## Normal Course Issuer Bid

On December 13, 2023, the Corporation announced a normal course issuer bid ("**NCIB**"). The NCIB commenced on December 18, 2023 and terminates on the earlier of December 17, 2024 and the date on which the maximum number of Common Shares are purchased pursuant to the NCIB.

The following table sets forth the total number of Common Shares repurchased and cancelled pursuant to its NCIB program from its initiation date of September 10, 2015 to December 31, 2023.

	Number of shares repurchased and cancelled <sup>(1)</sup>	Average purchase price per share	Cost of Repurchases (\$000s)
2023	61,027	2.20	135
2022	-	-	-
2021	-	-	-
2020	296,592	1.58	465
2019	23,694	2.41	58
2018	1,069,100	3.27	3,501
2017	493,085	2.95	1,456
2016	551,796	2.95	1,420
2015	628,598	2.81	1,887
<b>Total</b>	<b>3,123,892</b>	<b>2.86</b>	<b>8,922</b>

### Notes

<sup>(1)</sup> From October 12, 2021 to December 16, 2022 the Corporation did not have a NCIB.

## Conflict of Interest

There are potential conflicts of interest to which the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. Some of the directors and officers of the Corporation are directors and/or officers of other private and public companies and are engaged and will continue to be engaged in other business opportunities on their own behalf and on behalf of other corporations. Situations may arise where such directors and officers will be in competition with the Corporation because of business transactions or banking relationships. Any such conflicts shall be resolved in accordance with the procedures and requirements of the relevant provisions of the *Business Corporations Act* (Alberta), including the duty of such directors and officers to act honestly and in good faith with a view to the best interests of the Corporation and internal policies of the Corporation and in accordance with best practices in governance adopted by the Board.

## Risk Oversight

The Board is responsible for managing principal risks of the Corporation and ensures there are systems in place to effectively monitor and manage those risks. The Corporation has developed a Code of Conduct and Ethics Policy, which is reviewed and signed by all employees, directors and officers of the Corporation to confirm compliance. The Board reviews and approves strategic annual operating plans and budgets which are prepared with due consideration of operating and industry risk. There is a timely reporting and review process to the Board in place. In addition there are strong financial and signing authority controls, which are monitored by the Corporation's Audit Committee. Further information can be found in the risk sections of the Management Discussion & Analysis and the Annual Information Form for December 31, 2023, which can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Corporation website at [www.genesisland.com](http://www.genesisland.com).

In the normal course of business, Genesis is exposed to certain risks and uncertainties inherent in the real estate development and home building industries. Real estate development and home building are cyclical businesses. As a result, Genesis profitability could be adversely affected by external factors beyond the control of management. Risks and uncertainties faced by Genesis vary from time to time and include industry risk, competition, supply and demand, geographic risk, seasonality risk, development and construction costs, credit and liquidity risks, finance risk, interest risk, management risk, mortgage rates and financing risk, general uninsured losses, cyber-security and business continuity risk, environmental risk, litigation risk, changes in government regulations and delays in obtaining permits or government approvals. The Board ensures that processes are in place for monitoring and mitigating of all risks identified and evaluated by management by regularly undertaking a strategic and operational planning exercise of its current and future land development and home building projects and having an experienced management team. Included in the budget process are detailed capital budgets which include reviewing all financing undertaken to support any new development. A key oversight and control for capital development and financing is the preparation of a detailed development plan for each new phase that is reviewed and approved by the Board prior to being undertaken. In addition, Genesis regularly monitors market conditions that may adversely affect projects that are already underway and finds means to increase efficiencies, reduce the capital invested in work in progress to reduce the risk of the business, and change the product mix with the of goal reducing costs wherever possible. Genesis secures long-term commitments for supply of materials and obtains fixed pricing for labor costs depending on market conditions and whenever beneficial.

### **Hedging**

The Corporation does not purchase and does not have any policies which restrict its NEOs and directors from, purchasing financial instruments including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly.

### **Interest of Certain Persons or Companies in Matters to Be Acted Upon**

Other than disclosed herein, no person who has been a director or officer of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

### **Statement of Corporate Governance Practices**

The Board believes that adopting and upholding the highest standards of corporate governance is critical for the overall success of the Corporation and to build stakeholder confidence. Sound corporate governance ensures the transparency and accountability in respect of the Corporation's objectives, strategies, controls, and overall performance. The Governance and Compensation Committee and Board continuously monitor applicable legislation and respond appropriately to ensure the Corporation's compliance.

The Corporation also has a Code of Conduct and Ethics Policy applicable to all officers, directors, and employees. A copy of the Code of Conduct and Ethics Policy can be found on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

### **Canadian Corporate Governance Requirements**

A description of the Corporation's corporate governance disclosures, as required by National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set forth in Schedule "A" to this Circular.

## PART VI – ADDITIONAL INFORMATION

### Availability of Information

Additional information relating to Genesis can be found on the Corporation's website at [www.genesisland.com](http://www.genesisland.com) or on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information relating to Genesis is provided in the Corporation's audited consolidated financial statements and Management's Discussion and Analysis ("MD&A") for its most recently completed financial year.

Copies of this Circular, as well as the Corporation's latest Annual Information Form, audited consolidated financial statements and MD&A for the year ended December 31, 2023 may be obtained without charge to the shareholder upon request to the Corporation at:

Genesis Land Development Corp.  
c/o Investor Relations  
6240, 333 – 96 Ave. NE  
Calgary, Alberta, Canada  
T3K 0S3  
(403) 265-8079

### Communicating with the Board

Shareholders and other interested parties who wish to communicate with the Board of directors may send their correspondence to:

Genesis Land Development Corp.  
Board of Directors  
c/o Chair of the Board or the Lead Director  
6240, 333 – 96 Ave. NE  
Calgary, Alberta, Canada  
T3K 0S3

Communications may be addressed to the entire Board, to a committee of the Board or to an individual director. The Corporation will conduct a preliminary review of shareholder communications and decide the timing and appropriate process for providing such communications to the Board, committee, or individual director to whom the communication was addressed.

## SCHEDULE “A”

### CORPORATE GOVERNANCE DISCLOSURE

Under National Instrument 58-101 Disclosure of Corporate Governance Practices, the Corporation is required to include in this Circular the disclosure required by Form 58-101F1 Corporate Governance Disclosure with respect to the matters set out under National Policy 58-201 Corporate Governance Guidelines. Copies of the corporate governance policies of the Corporation may be found on the Corporation’s website at [www.genesisland.com](http://www.genesisland.com). The Board strongly believes in sound corporate governance and has adopted comprehensive corporate governance policies and procedures. The Corporation's key policies are summarized herein below.

The Corporation is considered to be a controlled corporation with Smoothwater Capital Corporation (“**Smoothwater**”) being the controlling shareholder. Stephen J. Griggs, Chair of the Board and Chair of the Governance and Compensation Committee is also the CEO of Smoothwater and therefore a related director. Since the Chair is currently a related director, the Board has appointed Steven Glover as the Lead Director. Mr. Glover is independent within the meaning of NI 52-110. Under the position description of the Lead Director, Mr. Glover is empowered to strike independent committees as and when required in order to address matters where a conflict of interest involving Smoothwater may exist.

On July 28, 2022, the Board reviewed and revised the Corporation’s governance documents to achieve clarity and be consistent with best practices in governance. The Board makes all appointments to Board committees.

The Board has adopted a policy on engagement with shareholders to provide equal and appropriate access to company information to all shareholders, having regard to the applicable corporate and securities laws including disclosure of non-public material information. The objective of this policy is to enable the Board to actively engage with shareholders, provide a forum for discussion, keep shareholders informed, obtain their valuable feedback, know their priorities and address any concerns expressed. The Board believes that such communication will result in a strong and a trusting relationship between all shareholders and the Corporation.

### Board of Directors

#### *Directors' Relationship to the Corporation*

A majority of the directors of the Corporation are considered independent under NI 52-110 and are independent of management.

Directors’ Relationships to the Corporation				
Director	Independent	Not Independent	Reason for Non-Independent Status	Director of Other Reporting Issuers
Stephen J. Griggs	✓			N/A
Steven Glover	✓			N/A
Mark W. Mitchell	✓			N/A
Calvin Younger	✓			N/A
Iain Stewart		✓	CEO from September 20, 2018	N/A

The number of Board and committee meetings in 2023 and from January 1, 2023 to March 18, 2024, and the attendance of individual directors were as follows:

<b>Director</b>	<b>Board Chair: Stephen J. Griggs</b>	<b>Audit <sup>(1)</sup> Chair: Steven Glover</b>	<b>Governance and Compensation <sup>(2)</sup> Chair: Stephen J. Griggs</b>
Stephen J. Griggs	7/7	n/a	5/5
Steven Glover	7/7	5/5	5/5
Mark W. Mitchell	7/7	5/5	5/5
Calvin Younger	7/7	5/5	5/5
Iain Stewart	7/7	n/a	n/a

**Notes**

<sup>(1)</sup> The Audit Committee is composed of Steven Glover (Chair), Mark W. Mitchell and Calvin Younger.

<sup>(2)</sup> The Governance and Compensation Committee is comprised of Stephen J. Griggs (Chair), Steven Glover, Mark W. Mitchell and Calvin Younger.

During 2023, management was invited to attend regularly scheduled Board meetings. The Board facilitates open and candid discussion among its directors and can meet by themselves without management whenever they wish to do so. While the Board relies heavily on information provided to it by management, it functions independently of management. The directors are in regular communication with the Corporation’s CEO, CFO, Senior Vice-Presidents and Vice-Presidents outside of formal Board meetings and processes.

The Board has the responsibility for oversight of strategic development and approval of strategic directions.

Members of the Audit Committee also meet in camera with the Corporation’s auditors. These meetings are independent of management for the purposes of planning the auditors’ activities and thereafter to supervise such activities. The other purposes of these meetings to ensure that: the auditors receive full access to all requested information and receive full cooperation of management; that they are not subject to any pressure from management; there are no outstanding disagreements with management; that they are not aware of any evidence of illegal or fraudulent acts; and that they are not aware of any other significant matters that should be brought to the attention of the directors.

Governance matters are discussed by all directors as and when required.

**Director Terms**

The Corporation does not have formalized terms limits in place for its directors and there is no mandatory retirement age in respect of a director’s service on the Board. Genesis may consider adoption of term or age limits for its directors in the future.

**Board Mandate**

The Board is responsible for the stewardship of the Corporation. On May 13, 2020, the Board reviewed, adopted and restated the Mandate of the Board, the text of which is attached as Schedule “B”. Any responsibility that is not specifically delegated to a Board committee remains with the full Board.

**Position Descriptions**

**Chair of the Board**

The Chair presides as chair at all meetings of directors and at all meetings of the shareholders. This role is reflected in the Board Mandate attached to this Circular as Schedule “B”.

**Lead Director**

The Lead Director leads the Board in situations where there is a conflict or a potential conflict with the controlling shareholder and, working with the Chair, provides leadership to the Board. This role is reflected in the Board Mandate attached to this Circular as Schedule “B”.

## **Board Committees**

Currently, the Board has two standing committees of the Board: The Audit Committee and the Governance and Compensation Committee. The Board has outlined the duties, the role and responsibilities each of these committees in their respective mandates, as well as for the chair of each committee.

## **Director Orientation and Continuing Education**

The Corporation has developed an orientation program for new directors which provides each new director with a Directors Manual containing information regarding the roles and responsibilities of the Board and each committee of the Board, as well as information regarding the nature and operation of the Corporation's business, its organizational structure and governance policies.

The Corporation facilitates the education of directors through memberships in the Institute of Corporate Directors and contributing up to \$2,000 per year to the costs of relevant courses and programs. As well, directors are encouraged to visit the Corporation's offices, to interact with management and employees and to stay abreast of industry developments and the evolving business of the Corporation. Board members have full access to the Corporation's relevant records and are encouraged to conduct field tours to the Corporation's various properties, land holdings show homes and construction sites. Board members are made aware of their responsibility to keep themselves up to date on major developments in corporate governance and regulatory requirements.

## **Ethical Business Conduct**

In December 2020, the Board of the Corporation reviewed, restated and confirmed the Code of Conduct and Ethics Policy (the "Code") for the Corporation's directors, officers and employees. The Code addresses honesty and integrity, conflicts of interest and provides a complaints procedure. The Governance and Compensation Committee reviews the Code at least biennially. The Code is distributed to directors in the Directors Manual and to officers and employees at the commencement of their employment. The Code is also posted on the Corporation's internal website and is available under the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

The Code reminds those engaged in service to the Corporation that they are required to report perceived or actual violations of the law, violations of the Corporation's policies, dangers to health, safety and the environment, risks to the Corporation's property, and accounting or auditing irregularities to the chair of the Audit Committee, who is an independent director of the Corporation. In addition to requiring directors, officers and employees to abide by the Code, the Corporation encourages consultants, service providers and all parties who engage in business with the Corporation to contact the chair of the Audit Committee of the Corporation regarding any perceived and all actual breaches by the Corporation's directors, officers and employees of the Code.

The chair of the Audit Committee of the Corporation is responsible for investigating complaints, presenting complaints to the applicable Board committee or the Board as a whole, and developing a plan for promptly and fairly resolving complaints. Upon conclusion of the investigation and resolution of a complaint, the chair of the Audit Committee of the Corporation will advise the complainant of the corrective action measures that have been taken or advise the complainant that the complaint has not been substantiated. The Code prohibits retaliation by the Corporation, its directors and management, against complainants who raise concerns in good faith and requires the Corporation to maintain the confidentiality of complainants to the greatest extent practical. Complainants may also submit their concerns anonymously in writing.

In addition to the Code, the Corporation has an Audit Committee Mandate and a Whistleblower Policy with respect to accounting and auditing irregularities. Since the beginning of the Corporation's most recently completed financial year, no material change reports have been filed that pertain to any conduct of a director or officer that constitutes a departure from the Code.

The Board encourages and promotes a culture of ethical business conduct by appointing directors who demonstrate integrity and high ethical standards in their business dealings and personal affairs. Directors are required to abide by the Code and are expected to make responsible and ethical decisions in discharging their duties, thereby setting an example of the standard to which management and employees should adhere. The Board is required by the Board Mandate to satisfy itself that the CEO and other executive officers are acting with integrity and fostering a culture of integrity throughout the Corporation. The Board is responsible for reviewing departures from the Code, reviewing and either providing or denying waivers from the Code, and disclosing any waivers that are granted in accordance with applicable law.



In addition, the Board is responsible for responding to potential conflict of interest situations, particularly with respect to considering existing or proposed transactions and agreements in respect of which directors or officers advise they have a material interest. The Board Mandate requires that directors and officers disclose any interest and the extent of their interest in any transaction or agreement with the Corporation, and that directors excuse themselves from both Board deliberations and voting in respect of transactions in which they have an interest. By taking these steps, the Board strives to ensure that directors exercise independent judgement, unclouded by the relationships of the directors and officers to each other and the Corporation, in considering transactions and agreements in respect of which directors and officers have an interest. Any director, officer or employee of the Corporation who violates the Code may face disciplinary action up to and including termination of their office or employment with the Corporation for just cause without notice or payment in lieu of notice.

## **Compensation**

The Corporation has a Governance and Compensation Committee that recommends to the Board the compensation to be received by the Corporation's directors and executive officers. Compensation is based on the underlying philosophy that such compensation should be competitive with other corporations of similar size and should be reflective of the experience, performance and contributions of the individuals involved and overall performance of the Corporation. With respect to directors' compensation, the Governance and Compensation Committee reviews the level and form of compensation received by the directors, members of each committee, the Board Chair, the Lead Director and the chair of each Board committee, considering the duties and responsibilities of each director, his or her past service and continuing duties in service to the Corporation. The compensation of directors and officers of competitors is considered to the extent publicly available in determining compensation and the Governance and Compensation Committee has the power to engage a compensation consultant or advisor to assist in determining appropriate compensation.

## **Nomination of Directors and Majority Voting Policy**

Please see *Election of Directors - Nomination Process* (see page 6) and *Majority Voting Policy* (see page 8).

## **Audit Committee**

Under NI 52-110 the Corporation is required to include in its annual information form ("AIF") the disclosure required under Form 52-110F1 *Audit Committee Information Required in an AIF* with respect to its Audit Committee, including the text of its Charter, the composition of the Audit Committee and the fees paid to the external auditor and to include in the Circular a cross-reference to the sections in the AIF that contain the required information. The Corporation's disclosure with respect to the foregoing is contained in Appendix "A" *Information Concerning Audit Committee* of the Corporation's AIF dated March 6, 2024.

## **Other Board Committees**

In addition to those described above, the Corporation has a Disclosure Committee as follows.

### **Disclosure Committee**

The Board reviewed and restated its disclosure policy in May 2021, which requires that the CEO establish a Disclosure Committee of the Corporation (the "**Disclosure Committee**"). The Disclosure Committee is currently comprised of the CEO, the CFO and the Controller of the Corporation. Other senior management are invited to participate as and when their contribution is required or determined appropriate by the CEO. The function of the Disclosure Committee is to ensure that the written and oral communications by the Corporation to the public and to applicable regulatory authorities are disseminated in a timely and factually accurate manner and to assist the Corporation in maintaining and complying with its disclosure requirements.

## **Diversity**

The Board recognizes the importance of diversity as a component in ensuring that members of the Board as a whole possess the qualities, attributes, experience and skills required to effectively oversee the strategic direction and management of the Corporation.

The Board believes that diversity includes different skills, industry experience, professional experience and other qualities, as well as gender, race or ethnicity, sexual identity/orientation, age and cultural background. These factors, along with others, like independence

and representation of large shareholders, are important for Genesis and are considered and appropriately balanced by the Board when determining membership on the Board and its committees.

The Board reviewed and restated its policy on diversity (effective July 28, 2022). The policy provides that the Governance and Compensation Committee, which is responsible for recommending director nominees to the Board, in reviewing the Board's composition and identifying suitable candidates, will take into consideration the following factors:

- a) the Board's current and long-term composition;
- b) the size of the Board;
- c) the particular competencies and skills required by the Board and its committees at that time; and
- d) the benefits of diversity in order to maintain an optimum mix of skills, knowledge, industry experience and background keeping in mind at all times, the Board's objective to maintain an appropriate balance of merit, diversity, attributes and skills of membership of the Board and its committees.

## **SCHEDULE “B”**

### **MANDATE OF THE BOARD**

#### **GENERAL RESPONSIBILITIES**

The Board is responsible for:

- a) supervising the management of the business and affairs of the Corporation;
- b) providing leadership to the Corporation by practicing responsible, sustainable and ethical decision making;
- c) acting honestly and in good faith with a view to the best interests of the Corporation;
- d) exercising the care, diligence and skill that a reasonably prudent board would exercise in comparable circumstances;
- e) directing management to ensure legal, regulatory and exchange requirements applicable to the Corporation have been met;
- f) ensuring that the Board deals effectively and impartially with any matter in which a director may have a conflict of interest;
- g) meeting in person, or by telephone or other electronic means, at least once each quarter or as otherwise required to discharge the duties of the Board; and
- h) holding in camera meetings of the independent directors, as appropriate.

Each director is expected to attend each meeting of the Board and of any Board committee he or she is a member of, and to have reviewed the meeting materials in advance.

#### **AUDIT, FINANCE AND RISK RESPONSIBILITIES**

The Board shall:

- a) adopt a process to identify business risks and to establish appropriate systems to manage risks;
- b) ensure the mandates of the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) include responsibility to design, or cause to be designed under their supervision, disclosure controls and procedures and internal controls over financial reporting that meet the annual and quarterly certification regulatory requirements;
- c) recommend the appointment of the Corporation’s external auditors for approval by the shareholders; and
- d) review and approve prior to their public dissemination:
  - i. interim and annual financial statements;
  - ii. interim and annual management’s discussion and analysis;
  - iii. the annual information form;
  - iv. the annual report (if applicable);
  - v. any forecasted financial information and forward-looking statements; and
  - vi. all press releases and other documents in which material information regarding the Corporation or financial statements, earnings forecasts, results of operations or other financial information of the Corporation is disclosed.

#### **STRATEGY AND CAPITAL ALLOCATION RESPONSIBILITIES**

The Board shall:

- a) adopt a strategic planning process for maximizing shareholder value, annually approve the strategic plan, and monitor the Corporation’s performance against its strategic plan;
- b) approve capital and operating budgets to implement the strategic plan; and
- c) approve share buybacks, dividends and any other distributions to shareholders.

## **GOVERNANCE OVERSIGHT RESPONSIBILITIES**

The Board is responsible for:

- a) taking reasonable steps, including regular assessments, to satisfy itself that each director, the CEO, and the executive officers of the Corporation (“Officers”) are performing their duties ethically and with integrity and conducting business on behalf of the Corporation in accordance with the requirements and the spirit of these Governance Policies;
- b) fostering a culture of integrity throughout the Corporation;
- c) succession planning including appointing, training and monitoring senior management;
- d) the appointment, monitoring and, as necessary, termination of the CEO;
- e) developing a comprehensive orientation program for each new director;
- f) the management information circular for each meeting of the shareholders of the Corporation;
- g) approving and overseeing the implementation (including monitoring compliance where appropriate) of:
  - a. the Code of Business Conduct and Ethics;
  - b. the Whistle Blower Policy;
  - c. the Disclosure Policy;
  - d. the Majority Voting Policy;
  - e. the Shareholder Engagement Policy; and
- h) reviewing any material departure in practice from these Governance Policies (including the Appendices) and providing or denying waivers from them as appropriate in the circumstances.

## **DELEGATION OF AUTHORITIES BY THE BOARD**

The Board may from time to time delegate authority for approval and/or execution of certain matters to committees of the Board and to management as it determines appropriate.

The Board shall approve the Authority Matrix (Authorization and Execution of Documents and Transactions) and delegates the maintenance of the Authority Matrix to the CEO and CFO subject to the following:

- a) the CEO and the CFO shall be responsible for the maintenance of the Authority Matrix and any changes shall be approved by both with appropriate documentation;
- b) changes to approvers and limits shall be made as required to operate effectively while maintaining appropriate authority levels and internal controls;
- c) all material changes, with reasons, are to be presented in a report to the Audit Committee at the next quarterly meeting immediately following the change and the Audit Committee shall report as appropriate to the Board; and
- d) the following shall be authorized solely by the Board:
  - i. All matters so prescribed in these Governance Policies (including Appendices);
  - ii. All asset purchases/dispositions with a value greater than 5% of the book value of real estate assets as set out in the prior year’s audited year-end financial statements;
  - iii. All increases to existing Board-approved borrowing facilities that would exceed \$10,000,000 per facility;
  - iv. All new bank lines or facilities;
  - v. Any related party transaction or contract;
  - vi. All CEO and other executive remuneration including salaries, Short Term Incentive Plan (STIP) and Long-Term Incentive Plan (LTIP); and
  - vii. Any general overall staff salary increases and bonus pool.

## 1. DIRECTORS

### DIRECTOR INDEPENDENCE/LEAD DIRECTOR

National Policy 58-201 *Corporate Governance Guidelines* provides that a majority of the Board shall at all times be “independent directors”. The tests of independence are set out in section 1.4 of National Instrument 52-110 *Audit Committees*.

In addition, all members of the Audit Committee shall also meet the additional independence requirements for audit committee members set out in section 1.5 of National Instrument 52-110 *Audit Committees*.

If, in the opinion of the Board, the Chair of the Board has a material relationship with the corporation which could be reasonably expected to interfere with the exercise of the director’s independent judgement on certain matters that come before the Board, the Board shall appoint a “Lead Director”. The Lead Director shall monitor and appropriately lead the Board on any matter coming before the Board for which the Board has determined that the Chair has a direct or indirect material relationship which could be reasonably expected to interfere with the exercise of the Chair’s independent judgement in dealing with that matter. The Lead Director would also work with the Chair to ensure the Board functions effectively and may consult or meet with directors without the Chair and represent such directors, where appropriate, in discussions with the Chair, large shareholders or management.

### BOARD SKILLS MATRIX

The Board has established the following skills matrix and evaluates director nominees against this matrix:

<u>Management skills and/or experience</u>	<u>Industry skills and/or experience</u>
Executive leadership	Land development and urban planning
Human resources	Home building
Legal and corporate governance	Real estate sales and marketing
Financially literate/corporate finance	
Capital allocation/acquisitions/dispositions	
Risk management	

### BOARD DIVERSITY

Diversity includes different skills, industry experience, professional experience and other qualities, as well as gender, race or ethnicity, sexual identity/orientation, age and cultural background. These factors, along with others, such as independence from, and representation of, large shareholders, are important for Genesis and are considered and appropriately balanced by the Board when determining membership on the Board and its committees.

The Board may from time to time consider setting aspirational or measurable objectives for achieving greater diversity on the Board and measure progress accordingly.

In reviewing the Board’s composition and identifying suitable candidates, the Governance and Compensation Committee and the Board shall consider the elements of diversity identified in this policy and best governance practices generally.

### BOARD CHAIR

The Board shall annually select a member of the Board to serve as a Chair of the Board (the “**Board Chair**”). The Board Chair shall:

- a) provide leadership to the Board, the Board Committees, individual directors and the CEO to assist them to effectively carry out their duties and responsibilities;
- b) set the “tone” for the Board and its members to foster ethical and responsible decision-making, appropriate oversight of management and appropriate corporate governance practices;
- c) oversee all aspects of Board direction and administration, ensuring that the Board works as a cohesive team and builds a healthy governance culture and practices;
- d) be the primary contact between and on behalf of the Board and management;
- e) serve as the authorized spokesperson for and on behalf of the Board, and as one of the authorized spokespersons for and on behalf of the Corporation in accordance with the Corporation’s Disclosure Policy;

- f) working with the Governance and Compensation Committee and, in consultation with major shareholders, recruit and retain directors with appropriate consideration of the necessary or desirable skills, experience and diversity as identified by the Board;
- g) working with the Governance and Compensation Committee, conduct the biennial evaluation of performance and effectiveness of the Board and individual directors; and
- h) establish appropriate communication processes with management to be kept abreast of and provide insight into the business matters identified above.

#### **LEAD DIRECTOR**

An independent director may be appointed as the Lead Director by the Board from time to time.

The Lead Director shall:

- a) together with the Board Chair, provide leadership to ensure that the Board functions effectively, impartially and independently of management;
- b) monitor circumstances where there may be a conflict of interest between the Corporation and a large shareholder; and
- c) consult or meet with independent directors, with or without the attendance of any non-independent director, and represent the independent directors, where necessary, in discussions with large shareholders or management.

#### **DIRECTOR SHARE OWNERSHIP REQUIREMENT**

Each director of the Corporation shall hold a number of Common Shares of the Corporation or deferred share units with a cost to the director equivalent to three times the annual director base retainer calculated at the time of purchase. Each director shall continue to hold such minimum investment in the Corporation so long as the director continues on the Board. Each director of the Corporation shall have a period of three years from the date of his or her appointment in which to be in compliance with these share ownership requirements.

A director may hold the shares directly or indirectly or through a personal holding corporation. A director who is also a director or officer of a corporation that holds the number of Common Shares of the Corporation equivalent to the value set out above shall be considered to be in compliance with this policy.

In the event that a director does not comply with these share ownership requirements, the Board shall discuss the matter and take whatever action it deems appropriate in its sole discretion.

#### **BOARD EDUCATION**

The Corporation shall pay the cost of annual membership of the Institute of Corporate Directors and relevant professional membership dues as requested by any Director.

The Corporation shall contribute a maximum sum (registration fee or travel and accommodation costs) of \$2,000 per director, per annum, towards any relevant education or conference for a director provided it is pre-approved by the Board Chair (or in the case of a course taken by the Board Chair, approved by the CEO).

#### **BOARD TRAVEL EXPENSES**

Reasonable costs (e.g. airfare, parking, ground transportation, accommodating, meals, and tips) incurred by a director for approved education and/or business-related travel shall be reimbursed. Hosted guests for meals, entertainment or hospitality are to be identified with the expense claim along with the business connection. Travel by automobile shall be reimbursed at the rate per kilometer established by the Canada Revenue Agency from time to time. Travel by air shall be reimbursed for economy fares only.

## 2. BOARD COMMITTEES

The Board shall:

- a) establish such committees of the Board ("**Committees**") as are required by applicable law or as are necessary to effectively discharge the duties of the Board;
- b) appoint directors to serve as members of each Committee. A majority of the members of each Committee shall be independent directors. Each member of the Audit Committee shall be independent and financially literate as those terms are defined in National Instrument 52-110 *Audit Committees*; and
- c) appoint a chair of each Committee to:
  - i. provide leadership to the Committee;
  - ii. manage the affairs of the Committee;
  - iii. manage the Committee functions effectively and impartially fulfill its duties to the Board and the Corporation; and
  - iv. present reports and recommendations of the Committee to the Board.

### **COMMITTEE COMMUNICATION, AUTHORITY TO ENGAGE ADVISORS AND EXPENSES**

Each Committee shall have access to such Officers and employees of the Corporation and to such information respecting the Corporation as its members consider necessary or advisable in order to perform its duties and responsibilities.

The Board and each Committee shall have the authority to engage independent counsel and other advisors, acting reasonably, as it determines necessary to carry out its duties and to set the compensation for any such counsel and advisors. Any such engagement of independent counsel or other advisors shall be at the Corporation's expense.

The Corporation shall be responsible for all expenses of the Committees that are deemed necessary or appropriate by the Committees in carrying out their duties.

### **COMMITTEE OPERATIONS, MEETINGS AND RECORD KEEPING**

Meetings of Committees shall be conducted as follows:

- a) each Committee shall meet as necessary (provided that the Audit Committee shall meet at least once quarterly) and at such times and at such locations as the Chair of the Committee shall determine;
- b) a resolution in writing signed by all of the members of a Committee is as valid as if it had been passed at a meeting of the Committee;
- c) the Committee Chair shall preside as chair at each Committee meeting and lead discussion on meeting agenda items;
- d) the quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other electronic device that permits all persons participating in the meeting to hear each other;
- e) if the Chair of a Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting;
- f) the Committee Chair shall, in consultation with the Corporate Secretary, management and Committee members (as appropriate), establish the agenda for the meetings and work with management, and if applicable, auditors, independent counsel or other advisors so that complete and appropriate agenda materials are circulated to the Committee with sufficient time for review prior to the meeting;
- g) 48 hours' notice is required for meetings, unless Committee members unanimously waive the notice period;
- h) every matter to be determined at a Committee meeting shall be decided by a majority of the votes cast, with each Committee member entitled to one vote;
- i) the CEO, the CFO and all other Officers shall be available to advise each Committee as requested by the Committee Chair or any members of the Committee. The Chair of each Committee shall determine whether notice of a Committee meeting is to be sent to particular Officers and the portions of each meeting to be attended by such Officers. Other management representatives may be invited to attend as necessary;

- j) the Corporate Secretary or such person selected by the Committee, shall act as secretary for the purpose of recording the minutes of each meeting; and
- k) the Committee Chair shall provide the Board, at the next Board meeting, with oral reports on the activities of each Committee meeting and copies of the Committee's meeting minutes shall be made available to all Directors.

### **3. CEO**

The Board shall:

- a) establish the role and mandate of the CEO;
- b) establish the annual goals and objectives of the CEO;
- c) annually evaluate the CEO's performance; and
- d) determine the CEO's annual salary, annual bonus and long-term compensation awards.

### **4. BOARD COMPENSATION**

The Board shall determine its annual compensation for acting as board members, Chair of the Board, Lead Director, committee member, committee chair and for all other activities of the directors on behalf of the Corporation.



## APPENDIX “1”

### SUMMARY OF THE DSU PLAN

The following is a summary of the DSU Plan.

The DSU Plan provides for grants of DSUs to officers and employees of the Corporation and its subsidiaries designated by the Board (“**Designated Employees**”) and to non-employee directors of the Corporation and its subsidiaries (“**Directors**”). The purpose of the DSU Plan is to provide such persons (each, a “**Participant**”) with long term compensation opportunities which: (a) are compatible with shareholder interests; (b) will encourage a sense of ownership; and (c) will enhance the Corporation’s ability, and the ability of subsidiaries of the Corporation, to attract and retain key personnel and reward significant performance achievements.

Under the DSU Plan, the Board will determine or designate a method to determine which Designated Employees and Directors, if any, will be eligible or (in the case of Directors) required, in any particular fiscal year, to participate in the DSU Plan and the terms and conditions of any DSU awarded to such individuals. Directors and Designated Employees who are determined to be eligible by the Board in any particular fiscal year may elect to receive in DSUs a specified percentage of their remuneration for service as a member of the Board (in the case of Directors) (“**Director’s Retainer**”) or annual bonus award (in the case of Designated Employees) for such fiscal year (in either case, the “**Deferred Amount**”) as follows:

- in the case of a Director who is not newly appointed during such fiscal year, giving written notice specifying an amount (expressed as a percentage) of the Director’s Remuneration to be earned by such individual in the fiscal year following the fiscal year in which such election is made;
- in the case of a Director who is newly appointed during such fiscal year, giving written notice within 30 days of such individual’s appointment as a Director specifying an amount (expressed as a percentage) of the Director’s Remuneration to be earned by such individual in the fiscal year after the date on which such election is made; and
- in the case of a Designated Employee, giving written notice prior to the time such Designated Employee has been notified by the Corporation or a subsidiary of the Corporation of such individual’s bonus award for that particular fiscal year.

The DSU Plan is administered by the Board, which has authority to delegate the administration and operation of the DSU Plan to a committee and to determine the terms and conditions of any grant of DSUs.

The number of DSUs granted at any particular time pursuant to the DSU Plan will be credited to the holder’s DSU account and calculated by: (a) dividing the Deferred Amount by the closing price of the Common Shares on the principal stock exchange on which the Common Shares are listed and posted for trading on the last trading day immediately preceding the date the DSU is granted, which, in the case of Directors, is the date that is not later than 10 Business Days following the end of each fiscal quarter and, in the case of a Designated Employee, is the date that is not later than 10 Business Days following the date on which the cash payment in lieu of which the applicable DSUs are being issued would otherwise have been paid to such Designated Employee.

DSUs cannot be redeemed except upon the occurrence of the earliest of one of the following events (each such event, a “**Redemption Event**”): (a) the death of the Participant; (b) the retirement of such Participant; or (c) in the case of a Designated Employee, the termination of such Participant’s employment.

When a Redemption Event occurs, the Participant will be entitled to receive a lump sum cash payment, net of applicable withholding taxes, equal to the product of (i) the number of DSUs in that Participant’s DSU account on the date of the Redemption Event and (ii) the closing price of the Common Shares on the principal stock exchange on which the Common Shares are listed and posted for trading on the last trading day immediately prior to the date of the Redemption Event. The Corporation will make the applicable lump sum cash payment within 90 days of the Redemption Event.

The DSU Plan also contains provisions providing for adjustments to the DSU Plan or outstanding DSUs to preserve the intended benefits of the Plan for a Participant following any subdivision or consolidation of the Common Shares, payment of dividends in stock, reclassification or conversion of the Common Shares, recapitalization, reorganization or any other event which necessitates an adjustment. In addition, in respect of cash dividends paid on Common Shares, the DSU Plan provides that the Corporation shall determine the applicable dividend rate (expressed as a percentage based on the closing trading price of the Common Shares on the dividend record date) and credit additional DSUs to each Participant based on the number of DSUs held multiplied by the applicable

dividend rate.

Each DSU is non-assignable and non-transferrable. The Board may, at any time or from time-to-time, suspend or terminate the DSU Plan in whole or in part and may amend it in such respects as the Board deems appropriate, subject to applicable laws, regulations, rules, by-laws or policies of applicable stock exchanges and other regulatory authorities. However, no amendment, suspension or termination of the DSU Plan shall impair any of the rights or obligations under any DSU previously granted to a Participant without the consent of such Participant and such DSUs will remain outstanding and in effect in accordance with their applicable terms and conditions. In addition, no amendment can be made if it would cause any DSUs to be redeemed at a time earlier than as indicated above, or that would result in the DSU Plan failing to meet the requirements of paragraph 6801(d) of the Regulations under the *Income Tax Act* (Canada).

## APPENDIX “2”

### SUMMARY OF THE PERFORMANCE UNIT PLAN

The following is a summary of the PUP.

The PUP provides for grants of Units to Designated Employees. The purpose of the PUP is to provide Designated Employees with relatively long term compensation opportunities which (a) are aligned with the Corporation's strategic plan; (b) are compatible with shareholder interests; (c) are indicative of value creation and performance; and (d) will enhance the Corporation's ability, and the ability of subsidiaries of the Corporation, to attract and retain key personnel and reward longer term value creation and performance.

The PUP is administered by the Board, which has authority to delegate the administration and operation of the PUP to a committee of the Board. Under the PUP, the Board will determine or designate a method to determine which Designated Employees will be eligible to participate in the PUP and the terms and conditions of any Unit grant including, without limitation, the aggregate base value of Units to be granted in any particular year to each Designated Employee and the relevant metrics, weighting, target value, targets, multipliers and values to be earned on vesting.

Metrics may include corporate earnings, cash flows from operating activities, total assets under management, dividends declared, segment profitability and home and lot unit sales, with each metric weighted as a percentage (ranging from 0% to 40%) of the base value of the Units on the grant date. A range of targeted corporate performance will be established for each metric based on the corporation's anticipated targeted performance over the applicable three-year period. Multipliers ranging from a payout of zero to three times has been established for each target range, and dollar values assigned for each multiplier reflecting the value to be earned by the Participant upon the Corporation achieving the applicable metric within a specified target range.

The Corporation will establish an account for each Designated Employee that receives a grant of Units (each such grantee, a “Participant”), specifying Units that have not vested, have vested, and are cancelled following vesting and payment in accordance with the terms of the PUP.

Subject to earlier vesting upon death of a Participant or cessation of a Participant's employment other than resignation, unvested Units vest on the date that is three years following the applicable grant date. If a Participant resigns all unvested Units are cancelled.

In respect of any vesting date and the particular vested Units of a Participant, the Board shall assess the performance of the Corporation relative to the metrics and targets for each Participant and approve the applicable multiplier and corresponding dollar value payable to each Participant (which amount shall be pro-rated, in the case of death of a Participant or cessation of a Participant's employment (other than due to resignation), for the period from the grant date to the date of any such event).

Payment in respect of vested units shall be made within 120 days of the vesting date and, in all cases, such payment shall be made no later than December 31 of the third year following the year in which the Units were granted.

Vested Units will not represent any right other than the right to receive payment of any applicable earned value at vesting. Vested Units in respect of which payment has been made pursuant to the PUP are automatically cancelled immediately following the receipt by the Participant of such payment.

Each Unit is non-assignable and non-transferrable. The Board may, at any time or from time-to-time, suspend or terminate the PUP in whole or in part and may amend it in such respects as the Board deems appropriate, subject to applicable laws, regulations, rules, by-laws or policies of applicable stock exchanges and other regulatory authorities. However, no amendment, suspension or termination of the PUP shall impair any of the rights or obligations under any Unit previously granted to a Participant without the consent of such Participant and such Units will remain outstanding and in effect in accordance with their applicable terms and conditions.

## **GENESIS**

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